

L98000002053

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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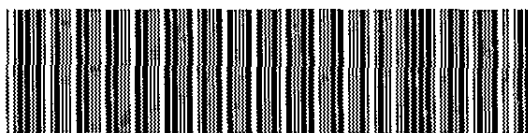
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

January 2, 2003

CT CORPORATION  
ATTN: JEFFREY NETHERTON  
660 E. JEFFERSON ST  
TALLAHASSEE, FL 32301

SUBJECT: NG ACQUISITION L.L.C.  
Ref. Number: L98000002053

We have received your document for NG ACQUISITION L.L.C. and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE ADDRESS OF THE SURVIVING COMPANY MUST BE CONSISTENT THROUGHOUT YOUR DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 303A00000118

*Please back-date*

*HL*  
*JPB*

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DIVISION OF CORPORATION

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

January 3, 2003

CT CORPORATION  
ATTN: JEFFREY NETHERTON  
660 E. JEFFERSON ST.  
TALLAHASSEE, FL 32301

SUBJECT: NG ACQUISITION L.L.C.  
Ref. Number: L98000002053

We have received your document for NG ACQUISITION L.L.C. and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 103A00000328

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CT CORPORATION

December 31, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

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03 JAN -2 PM 3:10  
TALLAHASSEE, FLORIDA

Re: Order #: 5758489 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

NG Acquisition L.L.C. (FL)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NG ACQUISITION L.L.C. A FLORIDA ENTITY

INTO

**OTG, LLC A DELAWARE ENTITY,** entity not qualified in Florida.

File date: January 2, 2002

Corporate Specialist: Agnes Lunt

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03 JAN -2 PM 3:10  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
of  
**NG ACQUISITION L.L.C.,**  
a Florida limited liability company  
into  
**OTG, LLC,**  
a Delaware limited liability company

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and Section 608.438 of the Florida Limited Liability Company Act (the "Florida Act"), the undersigned surviving limited liability company submits the following Articles of Merger for filing and certifies that:

1. The name and jurisdiction of formation of each of the entities which are to merge are as follows:

Name:

NG Acquisition L.L.C.

OTG, LLC

Jurisdiction:

Florida

Delaware

2. The effective date of the merger shall be the date on which these Articles of Merger are filed with the Secretary of State of Florida and the Certificate of Merger is filed with the Secretary of State of the State of Delaware.
3. The name of the surviving limited liability company is OTG, LLC, a Delaware limited liability company (the "Surviving Company"), whose address is c/o CT Corporation, 1209 Orange Street, Wilmington, DE 19801.
4. The Agreement and Plan of Merger, dated as of December 30, 2002 (the "Agreement and Plan of Merger"), between the Surviving Company and NG Acquisition L.L.C. has been approved by each of the (i) member of NG Acquisition L.L.C. on December 12, 2002 and (ii) member of the Surviving Company on December 12, 2002.
5. The Delaware Act and the Florida Act each permit the merger of NG Acquisition L.L.C. into the Surviving Company, and the Surviving Company has complied with all requirements of the Delaware Act and the Florida Act in effecting the merger.
6. The Agreement and Plan of Merger is on file with the Company at 700  
Universe Boulevard, Juno Beach, FL 33408.

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CLERK OF COURT  
JUNO BEACH, FLORIDA

7. A copy of the Agreement and Plan of Merger shall be furnished by the Surviving Company, on request and without cost, to any shareholder or member of any company that is a party to this merger or to any person holding an interest in any company that is a party to this merger.
8. The Surviving Company hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of NG Acquisition L.L.C.
9. The Surviving Company agrees to promptly pay to the dissenting members of NG Acquisition L.L.C. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Act.

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CLERK OF THE COURT  
STATE OF FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of the 30<sup>th</sup> day of December, 2002, and are being filed in accordance with Section 18-209 of the Delaware Act and Section 607.1109 of the Florida Act by an authorized person of the surviving limited liability company in the merger.

OTG, LLC

By: 

Name: Edward F. Tancer

Title: Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**AGREEMENT AND PLAN OF MERGER**

of

**NG ACQUISITION L.L.C.,  
a Florida limited liability company**

with and into

**OTG, LLC,  
a Delaware limited liability company**FILED  
03 JAN -2 PM 3:10  
STATE  
CLERK OF COURT  
FALLS CHURCH, VIRGINIA

This Agreement and Plan of Merger (this "Agreement") is entered into this 30<sup>th</sup> day of December, 2002 between NG Acquisition L.L.C., a Florida limited liability company ("NG Acquisition"), and OTG, LLC, a Delaware limited liability company (the "Company").

**Recitals**

A. The Florida Limited Liability Company Act (the "Florida Act"), the Delaware Limited Liability Company Act (the "Delaware Act"), the Articles of Organization of NG Acquisition and the Limited Liability Company Agreement of the Company each permit the merger of NG Acquisition with and into the Company.

B. The sole manager of NG Acquisition and the sole member of the Company deem it advisable and beneficial to the welfare of each such company and its respective manager and member, as applicable, to merge NG Acquisition with and into the Company.

C. This Agreement was approved by unanimous written consent of each of (i) the sole manager of NG Acquisition on December 12, 2002 and (ii) the sole member of the Company on December 12, 2002.

NOW, THEREFORE, in consideration of the mutual promises and covenants in this Agreement, and other good and valuable consideration, the receipt and adequacy of which are hereby conclusively acknowledged, the parties, intending to be legally bound, agree as follows:

**PLAN**

1. **Merger and Surviving Company.** Subject to the terms and conditions of this Agreement and in accordance with the Florida Act and the Delaware Act, at the Effective Time (as defined below), NG Acquisition shall be merged with and into the Company, whose address is c/o 1209 Orange Street, County of New Castle, Wilmington, DE 19801. The Company shall be the surviving company (the "Surviving Company") and shall continue to be governed by the laws of

the State of Delaware (including, without limitation, the Delaware Act). From and after the Effective Time, the separate existence of NG Acquisition shall cease. ESI Energy, LLC is located at 700 Universe Boulevard, Juno Beach, FL 33408 and is the managing member of OTG, LLC.

2. Effective Time. The Merger shall become effective at the time that the (i) the Articles of Merger have been filed with the Secretary of State of the State of Florida and (ii) a Certificate of Merger has been filed with the Secretary of State of the State of Delaware (the "Effective Time").

3. Limited Liability Company Agreement. The Limited Liability Company Agreement of the Company as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect with no change as the Limited Liability Company Agreement of the Surviving Company, and such Limited Liability Company Agreement may thereafter be amended and/or restated as provided therein and by the Delaware Act.

4. Management after the Merger. At the Effective Time, the member and officers of the Company immediately prior to the Effective Time will become the member and officers of the Surviving Company, each to hold office in accordance with the Limited Liability Company Agreement of the Surviving Company and the Delaware Act and until the earlier of such member's or officer's removal or the election or appointment of such member's or officer's successor, as the case may be. The Surviving Company shall be managed by its members and officers and shall not be managed by a Manager.

5. Rights and Liabilities of Surviving Company. At the Effective Time, all of the properties, rights, privileges, powers and franchises of NG Acquisition and the Company will vest in the Surviving Company, and all debts, liabilities and duties of NG Acquisition and the Company will become the debts, liabilities and duties of the Surviving Company.

6. Conversion of Membership Interests. Each of the membership interests in NG Acquisition will convert to an equal membership interest in the Company.

7. Representations and Warranties of NG Acquisition. NG Acquisition represents and warrants that it is a limited liability company duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

8. Representations and Warranties of the Company. The Company represents and warrants that it is a limited liability company duly formed, validly existing and in good standing under the laws of the State of Delaware, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware, without regard to conflicts of law principles.

10. Counterparts. This Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.


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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

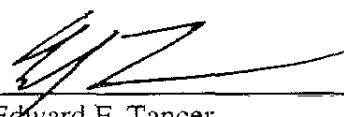
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first written above.

NG ACQUISITION L.L.C.

By: ESI ENERGY, LLC, its sole manager  
a Delaware limited liability company

By:   
Name: Edward F. Tancer  
Title: Assistant Secretary

OTG, LLC,  
a Delaware limited liability company

By:   
Name: Edward F. Tancer  
Title: Secretary

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA