

**CORPORATE  
ACCESS,  
INC.**

**L980000003301**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

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12/30/98

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 30 PM 12:29

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☒ **FILING**

Merger

1.) Scherer Construction, LLC  
(CORPORATE NAME & DOCUMENT #) into Scherer Construction, Inc.

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
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(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

Name	<u>[Signature]</u>
Availability	<u>[Signature]</u>
Document Examiner	<u>[Signature]</u>
Updater	<u>[Signature]</u>
Updater Verifier	<u>[Signature]</u>
Acknowledgement	<u>[Signature]</u>
_____. B. Verifier	<u>[Signature]</u>

*Chks. Total \$280.00  
@ 140.00 each*

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-12/30/98--01058--018  
\*\*\*\*\*96.25 \*\*\*\*\*52.50

700002726627--2  
-12/30/98--01058--017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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DIVISION OF CORPORATIONS  
12/1/99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SCHERER CONSTRUCTION, INC. P94000093606  
,

INTO

**SCHERER CONSTRUCTION, LLC**, a Florida corporation, L98000003301

File date: December 30, 1998

Corporate Specialist: Michelle Hodges

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF MERGER

OF

Scherer Construction, LLC

A Florida limited liability company

FEIN applied for Florida Document Registration Number L98000003301

Street Address of Principal Office -----2152 14th Circle North  
St. Petersburg, FL 33713

Which entity is the SURVIVING ENTITY

AND

Scherer Construction, Inc.

A Florida corporation

FEIN 59-3297475 Florida Document Registration Number P94000093606

Street Address of Principal Office -----2152 14th Circle North  
St. Petersburg, FL 33713

Which entity is the Merging entity

To the Secretary of State  
of the State of Florida

Pursuant to Sections 607.1109 and 608.4382, the following Articles of Merger are executed for the purpose of merging Scherer Construction, Inc., a Florida corporation (the "Merged Corporation"), into Scherer Construction, LLC, a Florida limited liability company (the "Surviving Limited Liability Company").

1. The Agreement and Plan of Merger is attached hereto as Exhibit "A" (the "Plan").
2. The Plan was approved by all of the Directors and Stockholders of the Merged Corporation on December 22, 1998 in accordance with Chapter 607, Florida Statutes.
3. The Plan was approved by all of the Managers and Members of the Surviving Limited Liability Company on December 22, 1998 in accordance with Chapter 608, Florida Statutes.
4. The effective date of the merger in the State of Florida herein provided shall be JANUARY 1, 1999.
5. The Plan meets the requirements of Sections 607.1108 and 608.438, Florida Statutes.
6. This merger is permitted by all applicable laws and is not prohibited by the Articles of Incorporation or the Regulations, Operating Agreement or Articles of Organization of any corporation or limited liability company that is a party to this merger.

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DIVISION OF CORPORATIONS  
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These Articles of Merger comply and were executed effective December 22, 1998 in accordance with the laws of Florida which is the jurisdiction of each party hereto..

Scherer Construction, LLC

By: 

Clark H. Scherer, III, President and MEMBER

Attest:

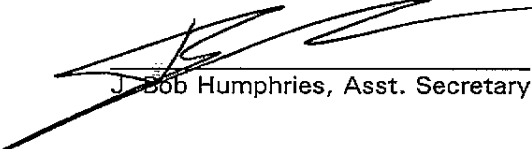
  
J. Bob Humphries, Asst. Secretary

Scherer Construction, Inc.

By: 

Clark H. Scherer, III, President

Attest:

  
J. Bob Humphries, Asst. Secretary

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made this 22st day of December, 1998, between Scherer Construction, LLC, a Florida limited liability company ("Surviving Limited Liability Company") and Scherer Construction, Inc., a Florida corporation ("Merged Corporation") ( hereinafter individually called "Merging Entity" and collectively called the "Merging Entities").

### W I T N E S S E T H:

WHEREAS, the Articles of Organization of the Surviving Limited Liability Company were filed in the office of the Secretary of State of Florida on December 21, 1998:

WHEREAS, Merged Corporation, by its Certificate of Incorporation filed in the office of the Secretary of State of Florida, has authorized shares of \$1.00 par value common capital stock, of which 100 shares are issued and outstanding on the date hereof;

WHEREAS, the Board of Directors of the Merged Corporation and the members and managers of the Surviving Limited Liability Company have authorized the merger of Merged Corporation into Surviving Limited Liability Company pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law; and

WHEREAS, this Plan is subject to and is recommended for approval by the shareholders of the Merged Corporation and by the members of the Surviving Limited Liability Company.

NOW, THEREFORE, the merger of Merged Corporation into Surviving Limited Liability Company shall be accomplished as follows:

### ARTICLE I

#### Merger

On the Effective Date (defined below), Merged Corporation shall be merged into Surviving Limited Liability Company and Surviving Limited Liability Company shall merge Merged Corporation into itself. Following the approval of this Plan by the Shareholders and members the officers of the Merging Entities shall cause the filing of Articles of Merger with the Secretary of the State of Florida, with the merger to have an effective date of January 1, 1999 (the "Effective Date").

### ARTICLE II

#### Articles of Organization and Name

The Articles of Organization of the Surviving Limited Liability Company shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be Scherer Construction, LLC.

### ARTICLE III

#### Conversion of Shares and Membership Interests

(a) Each share of \$1.00 par value common capital stock of Merged Corporation outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one-half percent (0.5%) of membership interest in the Surviving Limited Liability Company. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Merged Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefore a certificate or certificates representing the aggregate membership interest of Surviving Limited Liability Company into which the shares of common stock of Merged Corporation theretofore represented by such certificate or certificates shall have been converted pursuant to this Paragraph (a).

(b) Each 1% membership interest of Surviving Limited Liability Company outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one-half percent (0.5%) membership interest in the Surviving Limited Liability Company. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing membership interest of Surviving Limited Liability Company shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefore a certificate or certificates representing the aggregate membership interest of Surviving Limited Liability Company into which the membership interest of Surviving Limited Liability Company theretofore represented by such certificate or certificates shall have been converted pursuant to this Paragraph (b).

#### ARTICLE IV Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing Regulations and Operating Agreement (the "Regulations") of Surviving Limited Liability Company shall remain in effect and unchanged as a result of this merger.

(b) The managers of Surviving Limited Liability Company on the Effective Date shall remain as the managers of the Surviving Limited Liability Company after the merger. The name and business addresses of the managers are as follows:

Clark H. Scherer, III  
2152 14th Circle North  
St. Petersburg, FL 33713

(c) The officers of Surviving Limited Liability Company on the Effective Date shall remain as the officers of Surviving Limited Liability Company.

(d) The Surviving Limited Liability Company shall pay all expenses incident to this merger.

(e) Prior to the Effective Date, neither Merging Entity shall issue, sell or issue rights to subscribe to any shares of stock or membership interest.

(f) Prior to the Effective Date, neither Merging Corporation shall incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the Effective Date, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Limited Liability Company, in accordance with the provisions hereof, the laws of the State of Florida. After the merger, Surviving Limited Liability Company shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Limited Liability Company, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Limited Liability Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Limited Liability Company.

(h) Following the merger, Surviving Limited Liability Company shall cause a copy of this Plan, the certificate of merger, or such other documents as the officers of Surviving Limited Liability Company shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(i) If, at any time, Surviving Limited Liability Company shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Limited Liability Company, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Limited Liability Company, and otherwise to carry out the purposes of this Plan.

#### ARTICLE V Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated December 22, 1998, by the Board of Managers and by the Members of the Surviving Limited Liability Company pursuant to Section 608, Florida Statutes, and the undersigned officers of the Surviving Limited Liability Company have been authorized and directed to execute same.

(b) This Plan has been duly adopted and approved by written consent dated December 22, 1998, by the Board of Directors and by the shareholders of the Merged Corporation pursuant to Sections 607, Florida Statutes, and the undersigned officers of the Merged Corporation have been authorized and directed to execute same.


IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above-written.

Scherer Construction, LLC

By: 

Clark H. Scherer, III, President and MEMBER

Attest:

  
J. Bob Humphries, Asst. Secretary

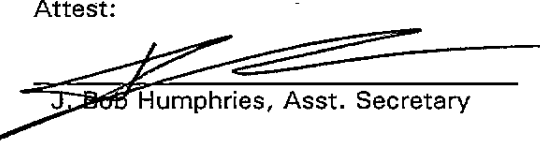
"Surviving Limited Liability Company"

Scherer Construction, Inc.

By: 

Clark H. Scherer, III, President

Attest:

  
J. Bob Humphries, Asst. Secretary

"Merged Corporation"