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MERGER OR SHARE EXCHANGE

Tower Systems, LLC

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ARTICLES OF MERGER
BETWEEN
TOWER SYSTEMS, INC. m96748
AND
TOWER SYSTEMS LLC

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign limited liability company herein named do hereby submit the following articles of merger:

1. Annexed to these Articles of Merger as Exhibit A is the Agreement and Plan of Merger (the "Plan of Merger") for merging Tower Systems, Inc., a Florida corporation (the "Merging Corporation") with and into Tower Systems LLC, a Delaware limited liability company (the "Surviving Company").

2. The sole shareholder of the Merging Corporation approved and adopted the Plan of Merger by unanimous written consent on April 6, 2004. Accordingly, the Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

3. The board of directors of the Merging Corporation approved and adopted the Plan of Merger by unanimous written consent on April 6, 2004.

4. The merger of the Merging Corporation with and into the Surviving Company is permitted by the laws of the jurisdiction of organization of Delaware, has been authorized in compliance with said laws, and is not prohibited by the Certificate of Formation or the Limited Liability Company Agreement of the Surviving Company. The date of approval and adoption of the Plan of Merger by the sole member of the Surviving Company entitled to vote on the Plan of Merger and the board of directors of the Surviving Company was April 6, 2004.

5. The effective time and date of the Merger shall be 12:01 a.m. on April 7, 2004.

6. The principal office of the Surviving Company in Delaware is 301 N. Cattlemen Road, Sarasota, FL 34232. The Surviving Company is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligations or the rights of dissenting shareholders of the Merging Corporation. The Surviving Company has agreed to promptly pay to the dissenting shareholders of the Merging Corporation the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

7. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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IN WITNESS WHEREOF, the undersigned have executed this document on this 6th
day of April, 2004.

TOWER SYSTEMS, INC.

a Florida corporation

By: [Signature]

Name: David J. Grain

Title: President

TOWER SYSTEMS LLC,

a Delaware limited liability company

By: [Signature]

Name: David J. Grain

Title: President

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
BETWEEN
TOWER SYSTEMS, INC.
AND
TOWER SYSTEMS LLC**

AGREEMENT AND PLAN OF MERGER adopted by Tower Systems, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its board of directors as of April 6, 2004, and adopted by Tower Systems LLC, a limited liability company organized under the laws of the State of Delaware, by resolution of its board of directors as of April 6, 2004.

WHEREAS, the names of the companies planning to merge are Tower Systems, Inc., a business corporation organized under the laws of the State of Florida and Tower Systems LLC, a limited liability company organized under the laws of the State of Delaware. The name of the surviving company into which Tower Systems, Inc., a Florida corporation (the "Corporation") plans to merge is Tower Systems LLC, a Delaware limited liability company (the "Company"); and

WHEREAS, the Board of Directors of the Corporation and of the Company, the sole shareholder of the Corporation and the sole member of the Company (the "Members") deem it advisable that the Corporation merge with and into the Company as hereinafter specified.

NOW, THEREFORE, the Corporation and the Company agree as follows:

1. The Corporation and the Company shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of the Company be merged with and into a single limited liability company, to wit, the Company, which shall be the surviving company upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving company;" and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of the Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. At the effective time and date of the merger, the surviving company shall assume all of the liabilities and obligations of the non-surviving corporation. At the effective time and date of the merger, the surviving company shall possess all the rights, privileges, immunities, powers, and purposes, of the non-surviving corporation; all the property, real and personal, shall vest in the surviving company without further act or deed; and the surviving company shall assume and be liable for all the liabilities, obligations, and penalties of the surviving company and the non-surviving corporation.

3. The effective time and date of the Merger shall be 12:01 a.m. on April 7, 2004 (the "Effective Date").

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4. The Certificate of Formation of the Company will be the Certificate of Formation of the surviving company and shall continue in full force and effect until amended in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company.

5. The Limited Liability Company Agreement of the Company shall be the Limited Liability Company Agreement of the surviving company and shall continue in full force and effect until changed, altered, or amended as provided in such Limited Liability Company Agreement and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company.

6. The Member of the Company immediately prior to the Effective Date shall remain the sole member of the surviving company.

7. The directors and officers in office of the non-surviving corporation at the Effective Date shall be the members of the first board of directors and the first officers of the surviving company, all of whom shall hold their respective offices until their successors are elected and qualified, or until their tenure is otherwise terminated in accordance with the Limited Liability Company Agreement of the surviving company.

8. At the Effective Date, by virtue of the merger and without any further action on the part of the non-surviving corporation, each issued and outstanding share of the common stock of the non-surviving corporation immediately prior to the effective time and date of the merger shall be cancelled and extinguished and cease to exist.

9. At the Effective Date, by virtue of the merger and without any further action on the part of the surviving company, the membership interests of the Member in the Company shall continue to exist.

10. The Agreement and Plan of Merger herein made and approved shall be submitted to the sole shareholder of the non-surviving corporation for the shareholder's approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving company shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving company.

11. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving company shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving company, the non-surviving corporation and the surviving company hereby stipulate that they shall cause the appropriate officers to execute, file and/or record any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

12. The board of directors and the proper officers of the non-surviving corporation and of the surviving company, respectively, are hereby authorized, empowered, and directed to

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do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

13. The names and business addresses of the directors of the Company are as follows:

<u>Name</u>	<u>Address</u>
David J. Grain	301 N. Cattlemen Road Sarasota, FL 34232
William T. Freeman	301 N. Cattlemen Road Sarasota, FL 34232
Ronald G. Bizick	301 N. Cattlemen Road Sarasota, FL 34232
Thomas Strauss	1105 N. Market Street, Suite 1300 Wilmington DE, 19801
Richard Klumpp	1105 N. Market Street, Suite 1300 Wilmington DE, 19801

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IN WITNESS WHEREOF, the undersigned have executed this document on this 6th
day of April, 2004.

TOWER SYSTEMS, INC.

a Florida corporation

By: 

Name: David D. Graham

Title: President

TOWER SYSTEMS LLC,

a Delaware limited liability company

By: 

Name: David D. Graham

Title: President

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