

P01000109744  
CORSARO & ASSOCIATES CO., LPA

2001 Crocker Road  
Gemini Tower II, Suite 400  
Cleveland, OH 44145  
(440) 871-4022/Telephone  
(440) 871-9567/Facsimile

EFFECTIVE DATE  
12/15/01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 10 AM 8:35

December 7, 2001

100004717841--2  
-12/10/01--01120--002  
\*\*\*\*\*84.75 \*\*\*\*\*84.75

VIA UPS

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Merger of Duffy Cahill, Inc. (Ohio Corporation) - Ohio Charter No. 1132176  
into Duffy Cahill of Florida, Inc. (Florida Corporation) - Document No.  
P01000109744

Dear Sir or Madam:

Enclosed herewith for filing is a Certificate of Merger with respect to the above-referenced Corporations. Also enclosed is a check in the amount of \$84.75 (\$70.00 filing fee and \$14.75 fee for certified copy).

Please note that the requested effective date of the merger is **December 15, 2001**. If you have any questions concerning the filing, please contact the undersigned.

Sincerely,  
CORSARO & ASSOCIATES CO., LPA

*Rhonda L. Corn*

By: Rhonda L. Corn, Paralegal to  
Joseph G. Corsaro, Esq.

JGC/rle

Enclosures

cc: Mr. Phil Cahill (w/o encls.)  
Mr. Chris Bray (w/o encls.)

W:\Duffy-Cahill, Inc\LtrD0701-2.wpd

*Menger*

V SHEPARD DEC 18 2001

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DUFFY-CAHILL, INC., an Ohio corporation not qualified in Florida

INTO

**DUFFY-CAHILL OF FLORIDA, INC.**, a Florida entity, P01000109744

File date: December 10, 2001, effective December 15, 2001

Corporate Specialist: Velma Shepard

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

01 DEC 10 AM 8:35

EFFECTIVE DATE

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Duffy-Cahill of Florida, Inc. Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Duffy-Cahill, Inc. Ohio

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 12 / 15 / 01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 11-1-01

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11-1-01

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)



**(Non Subsidiaries)**

**First:** The name and jurisdiction of the surviving corporation:

### Jurisdiction

Florida

Name

## Jurisdiction

Ohio

See attached Exhibit A, Agreement of Merger, attached hereto and incorporated herein by reference.

See attached Exhibit A, Agreement of Merger, attached hereto and incorporated herein by reference.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

**OR**

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A



## AGREEMENT OF MERGER

This Agreement of Merger (herein called the "Agreement"), made at Cleveland, Ohio, as of this 1<sup>st</sup> day of November, 2001, by and between DUFFY-CAHILL, INC. (an Ohio corporation assigned Charter No. 1132176), which with its successors and assigns is herein called "Ohio Duffy;" and DUFFY-CAHILL OF FLORIDA, INC. (a Florida corporation assigned Document No. P01000109744), which with its successors and assigns is herein called "Florida Duffy;" is to EVIDENCE THAT:

WHEREAS, the Shareholders and Board of Directors of Ohio Duffy and Florida Duffy, respectively, deem it advisable that Ohio Duffy be merged into Florida Duffy under the laws of the State of Ohio, pursuant to Section 1701.79 of the Ohio Revised Code, and under the laws of the State of Florida pursuant to Section 607.1107 of Florida Statutes; and

WHEREAS, the Shareholders and Board of Directors of Ohio Duffy and Florida Duffy, respectively, have taken action to authorize and direct the merger of Ohio Duffy into Florida Duffy in accordance with the terms and conditions of this Agreement and the applicable laws of Ohio and Florida; and

WHEREAS, it is contemplated that Ohio Duffy will be merged into Florida Duffy such that subsequent to the merger Ohio Duffy shall cease its operations and existence;

NOW, THEREFORE, in consideration of the foregoing statements (which statements are hereby deemed incorporated into this Agreement as if fully rewritten herein) and the mutual promises and covenants contained in this Agreement, and pursuant to the laws of the State of Ohio and the State of Florida, Ohio Duffy and Florida Duffy (herein collectively called the "Parties") agree as follows:

1. **Effective Date of Merger.** The effective date (herein called the "Effective Date") of this Agreement shall be the later of December 15, 2001 or the date this Agreement is filed with and accepted by the Office of the Secretary of State of Ohio and the Florida Department of State.

2. **Agreement of Merger.** As of the Effective Date, Ohio Duffy shall be merged into Florida Duffy. Ohio Duffy was formed and is currently existing under the laws of the State of Ohio. Florida Duffy was formed and is currently existing under the laws of the State of Florida. Constituent Corporations acknowledge and agree that this merger shall constitute: (a) a statutory merger under Section 368(a)(1)(A) of the Internal Revenue Code of 1986 (as may be amended) and; (b) a mere change in place of organization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986 (as may be amended).

3. **Mode of Effecting Merger.** As of the Effective Date, all of the issued and outstanding no par common shares of Ohio Duffy shall be exchanged for all of the issued and outstanding common shares of Florida Duffy with a par value of One Dollar (\$1.00) per share, this being a ratio of ten (10) shares of Ohio Duffy for one (1) Share of Florida Duffy. The newly-issued

shares of Florida Duffy shall be fully paid and non-assessable and shall be in substitution for the shares of Ohio Duffy. The total number of issued and outstanding shares of surviving corporation immediately after the Effective Date shall be ten (10) common shares with a par value of One Dollar (\$1.00) per share. Within thirty (30) days after the Effective Date, each shareholder of Ohio Duffy shall surrender the certificates evidencing said shareholder's ownership of shares of Ohio Duffy to the Secretary of Florida Duffy. Within thirty (30) days of the Secretary's receipt of said certificates, the Secretary of Florida Duffy shall cause a certificate to be issued to each shareholder evidencing each shareholder's ownership of shares in Florida Duffy, which share ownership shall be as follows: Jerri Nielsen—seven (7) shares; Phillip Cahill—one and one-half (1.5) shares; and Lorine Cahill—one and one-half (1.5) shares. The Parties acknowledge and agree that the exchange of shares in Ohio Duffy for shares in Florida Duffy constitutes adequate consideration for the merger of Ohio Duffy into Florida Duffy.

4. **Name of Surviving Corporation.** The name of the surviving corporation shall be Duffy-Cahill of Florida, Inc. which shall have its principal office located at 11941 Mallard Lane, Bonita Springs, FL 34135-5973.

5. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of Florida Duffy with such amendments (if any) as set forth in Exhibit A (attached hereto and incorporated herein by reference) shall be the Articles of Incorporation of the surviving corporation.

6. **By-Laws of Surviving Corporation.** The By-Laws of Florida Duffy shall be and constitute the By-Laws of the surviving corporation.

7. **Directors of Surviving Corporation.** The directors of Florida Duffy holding office immediately prior to the Effective Date shall be the directors of the surviving corporation to serve until their successors are duly elected and qualified.

8. **Statutory Agent of Surviving Corporation.** The Statutory Agent of Florida Duffy shall be Phil Cahill, whose address is 11941 Mallard Lane, Bonita Springs, FL 34135-5973.

9. **Consent to be Sued and Appointment of Secretary of State.** Florida Duffy hereby consents to be sued and served with process in Ohio and irrevocably appoints the Secretary of State of Ohio as its agent to accept service of process in any proceeding in Ohio to enforce against Florida Duffy any obligation of Ohio Duffy or to enforce the rights of any dissenting shareholder of Ohio Duffy.

10. **Transaction of Business in Ohio.** Florida Duffy, the surviving corporation, will not be licensed to transact business in the State of Ohio. Accordingly, Exhibit B (attached hereto and incorporated herein by reference) is attached to this Agreement as required by Section 1701.86(H) of the Ohio Revised Code with respect to Ohio Duffy.

11. **Additional Documents.** If at any time Florida Duffy determines that any documents or instruments are necessary or desirable to vest in Florida Duffy title to any property or rights of Ohio Duffy, the proper officers and directors of Ohio Duffy shall execute all documents or instruments necessary to vest title in such property or rights in Florida Duffy and otherwise carry out



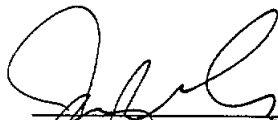
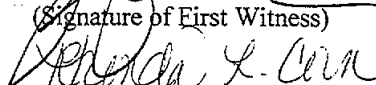
the purposes of this Agreement. Ohio Duffy shall execute and file all documents which may be necessary or appropriate to effect the purposes and intentions of this Agreement in the State of Ohio, including (but not limited to) all information required by the Ohio Department of Taxation and the State of Florida.

12. **Binding Agreement.** This Agreement shall be binding upon and shall inure to the benefit of Ohio Duffy and Florida Duffy and their respective successors and assigns.

13. **Abandonment of Agreement of Merger.** This Agreement may be abandoned at any time prior to the Effective Date by either Ohio Duffy or Florida Duffy.[DOCUMENT CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, Ohio Duffy and Florida Duffy have caused this Agreement to be signed as of the date and year first written above.

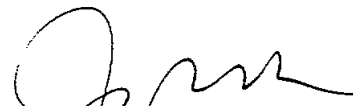
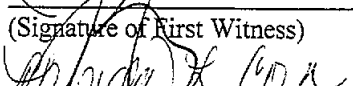
DUFFY-CAHILL, INC.

  
(Signature of First Witness)  
  
(Signature of Second Witness)

By:   
Title: PRESIDENT

-Ohio Duffy-

DUFFY-CAHILL OF FLORIDA, INC.

  
(Signature of First Witness)  
  
(Signature of Second Witness)

By:   
Title: PRESIDENT

-Florida Duffy-