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TALLAHASSEE, FLORIDA

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OF COUNSEL: PHILIP A. THARP  
1939-2003

October 25, 2010

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

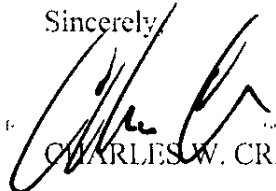
Re: Articles of Merger of Esterline Landscape Company, Inc. and  
Esterline Construction, Inc.

To Whom It May Concern:

Enclosed herewith please find the Articles of Merger and Plan of Merger concerning Esterline Construction, Inc. Enclosed is my firm's check #11363 in the amount of \$70.00 for the filing fee.

Please file these documents on our behalf and remit the Certificate of Merger to the undersigned. Thank you for your assistance. Please do not hesitate to contact me if you have any comments or questions.

Sincerely,



CHARLES W. CRAMER

CWC/dmm  
Enclosures  
cc: Esterline Construction, Inc. via email

**ARTICLES OF MERGER  
OF  
ESTERLINE LANDSCAPE COMPANY, INC.  
AND  
ESTERLINE CONSTRUCTION, INC.**

**FILED**  
2008 OCT 27 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105, Florida Statutes, the following Articles of Merger are submitted:

1. The name, jurisdiction and document number of the surviving Corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Esterline Construction, Inc.	Florida	P02000072199

2. The name, jurisdiction and document number of the merging Corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Esterline Landscape Company, Inc.	Florida	P06000065920

3. The Plan of Merger is attached hereto as Exhibit "A".

4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

5. The Articles of Merger was adopted by the shareholders and Board of Directors of Esterline Construction, Inc. on August 1, 2008.

6. The Articles of Merger were adopted by the shareholders and Board of Directors of Easterline Landscape Company, Inc. on August 1, 2008.

ACCORDINGLY, these Articles of Merger were executed on August 1, 2008.

Esterline Construction, Inc.

By: 

Daniel Esterline, President

Esterline Landscape Company, Inc.

By: 

Daniel Esterline, President

**Exhibit "A"**

**PLAN OF MERGER  
OF  
ESTERLINE LANDSCAPE COMPANY, INC.  
AND  
ESTERLINE CONSTRUCTION, INC.**

Pursuant to Section 607.1101, Florida Statutes, the following Plan of Merger is submitted:

1. The name, jurisdiction and document number of the surviving Corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Esterline Construction, Inc.	Florida	P02000072199

2. The name, jurisdiction and document number of the merging Corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Esterline Landscape Company, Inc.	Florida	P06000065920

3. The terms and conditions of the merger are as follows:

The effective date of this Merger shall be the date the Articles of Merger are filed with the Florida Department of State, at which time Esterline Landscape Company, Inc. shall be merged with and into Esterline Construction, Inc., and the separate existence of Esterline Landscape Company, Inc. shall cease. All property of every description, whether real, personal or missed and all interest, rights, privileges and powers of Esterline Landscape Company, Inc. shall not, except as otherwise provided herein, be effected by the merger. At the effective date Esterline Construction, Inc. shall, without further act or deed, own and possess all of the property of every description, whether real, personal or missed and all interest, rights, privileges and powers of Esterline

Landscape Company, Inc. prior to the merger. Further, all rights of creditors and any person dealing with Esterline Landscape Company, Inc. or Esterline Construction, Inc. shall be preserved unimpaired by the merger, and all debts, liabilities, obligations and duties of Esterline Landscape Company, Inc. shall attach to Esterline Construction, Inc. and may be enforced against Esterline Construction, Inc. to the same extent as if such obligation and duties had been incurred by Esterline Construction, Inc.

4. The manner and basis of converting the shares of Esterline Landscape Company, Inc. into shares of Esterline Construction, Inc. are as follows:

All of the issued and outstanding stock of Esterline Landscape Company, Inc. is owned by the following shareholders and in the following percentages:

<u>Shareholder</u>	<u>Percentage of Ownership of Esterline Landscape Company, Inc.</u>
Daniel Esterline	50%
William Mahaffey	25%
Rick J. Barnes	12.5%
Henry Turner	12.5%

All of the issued and outstanding stock of Esterline Construction, Inc. is currently owned by Daniel Esterline.

Based upon the value of Esterline Landscape Company, Inc. and Esterline Construction, Inc., the shareholders shall own the following percentages of the outstanding stock of Esterline Construction, Inc. immediately following the merger:

<u>Shareholder</u>	<u>Percentage of Ownership of Esterline Construction, Inc.</u>
Daniel Esterline	60%
William Mahaffey	25%
Rick J. Barnes	7.5%
Henry Turner	7.5%

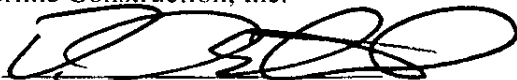
5. The Articles of Incorporation and the Bylaws of Esterline Construction, Inc. shall remain the same.

6. The shareholders of Esterline Landscape Company, Inc. and Esterline Construction, Inc. adopted the Plan of Merger on August 1, 2008.

ACCORDINGLY, this Plan of Merger was executed on August 1, 2008.

Esterline Construction, Inc.

By:



Daniel Esterline, President

Esterline Landscape Company, Inc.

By:



Daniel Esterline, President