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**MERGER OR SHARE EXCHANGE**

Ekberg Stucco, Inc.

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merger  
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June 25, 2008

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BERNARD J. ZIMMERMAN (Retired)

**VIA FACSIMILE**

Florida Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Ekberg Enterprises, Inc. Merger with and into Ekberg Stucco, Inc.

Dear Sir/Madam:

With this letter, I am transmitting the following documents for filing:

1. Articles of Merger of Ekberg Enterprises, Inc. with and into Ekberg Stucco, Inc. and related Agreement and Plan of Merger adopted by the merging corporations; and
2. Amended and Restated Articles of Incorporation of Ekberg Stucco, Inc. ("Amended and Restated Articles")

Please file the aforementioned documents in the order listed above as the Amended and Restated Articles will not take effect until the merger becomes effective. If you have any questions, or if you require additional information with which to file the enclosed documents, please do not hesitate to contact me or my paralegal, Maryann Thomas, at: (407) 425-7010. Thank you for your assistance.

Sincerely,

  
Jeremy S. Sloane

JSS/mvt  
Enclosures

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ARTICLES OF MERGER  
OF  
EKBERG ENTERPRISES, INC.  
WITH AND INTO  
EKBERG STUCCO, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 JUN 25 AM 8:59

THESE ARTICLES OF MERGER (these "Articles") are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

FIRST: The name and jurisdiction of the surviving corporation is as follows:

Name: EKBERG STUCCO, INC.

Jurisdiction: Florida

SECOND: The name and jurisdiction of the merging corporation is as follows:

Name: EKBERG ENTERPRISES, INC.

Jurisdiction: Florida

THIRD: The Agreement and Plan of Merger adopted by the merging corporations is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on the date on which these Articles of Merger were filed with the Florida Department of State.

FIFTH: The Agreement and Plan of Merger was approved by the Board of Directors and shareholders of EKBERG STUCCO, INC. in accordance with the applicable provisions of the Florida Business Corporation Act on June 17, 2008.

SIXTH: The Agreement and Plan of Merger was approved by the Board of Directors and shareholders of EKBERG ENTERPRISES, INC. in accordance with the applicable provisions of the Florida Business Corporation Act on June 17, 2008.

EKBERG ENTERPRISES, INC.

EKBERG STUCCO, INC.

By: *Jeanette M. Ekberg*  
Name: JEANETTE M. EKBERG  
Title: SEC / TREAS.

By: *Daniel A. Ekberg*  
Name: DANIEL A. EKBERG  
Title: PRESIDENT

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**EXHIBIT A**  
**TO**  
**ARTICLES OF MERGER**  
**OF**  
**EKBERG ENTERPRISES, INC.**  
**WITH AND INTO**  
**EKBERG STUCCO, INC.**

---

*[The Agreement and Plan of Merger appears on the following pages.]*

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made as of the 17<sup>th</sup> day of June, 2008, by and between EKBERG STUCCO, INC., a Florida corporation ("Ekberg Stucco"), and EKBERG ENTERPRISES, INC., a Florida corporation ("Ekberg Enterprises").

**Explanatory Statements:**

A. Both Ekberg Stucco and Ekberg Enterprises are corporations organized and existing under the laws of the State of Florida.

B. Ekberg Stucco presently has issued and outstanding capital stock consisting of Ten Thousand (10,000) shares of a single class of common stock, par value One Dollar (\$1.00) per share (collectively, the "Ekberg Stucco Stock"), all currently owned as follows:

<u>Name</u>	<u>Number of Shares</u>
Daniel A. Ekberg	6,000 shares
Jeanette M. Ekberg	4,000 shares

C. Ekberg Enterprises presently has issued and outstanding capital stock consisting of One Hundred (100) shares of a single class of common stock, par value One Dollar (\$1.00) per share (collectively, the "Ekberg Enterprises Stock"), all currently owned as follows:

<u>Name</u>	<u>Number of Shares</u>
Daniel A. Ekberg	60 shares
Jeanette M. Ekberg	40 shares

D. Ekberg Stucco and Ekberg Enterprises have determined it to be in the best interest of Ekberg Enterprises, Ekberg Stucco, the shareholders of Ekberg Stucco (the "Ekberg Stucco Shareholders"), and the shareholders of Ekberg Enterprises (the "Ekberg Enterprises Shareholders") to merge Ekberg Enterprises with and into Ekberg Stucco, with Ekberg Stucco surviving the merger as the surviving corporation, all in accordance with the Florida Business Corporation Act (the "Merger").

E. The Board of Directors of Ekberg Enterprises has recommended and approved the Merger and submitted the Merger to the Ekberg Enterprises Shareholders for approval. The Board of Directors of Ekberg Stucco has recommended and approved the Merger and submitted the Merger to the Ekberg Stucco Shareholders for approval.

F. Ekberg Stucco, the Ekberg Stucco Shareholders, Ekberg Enterprises, and the Ekberg Enterprises Shareholders have approved, authorized and consented to the merger of Ekberg Enterprises with and into Ekberg Stucco in accordance with the Florida Business Corporation Act and this Agreement, all on the terms and conditions set forth herein.

NOW, THEREFORE, Ekberg Stucco and Ekberg Enterprises agree as follows:

1. **MERGER**. Upon the occurrence of all (but not less than all) of the following events, Ekberg Enterprises shall be deemed to have merged with and into Ekberg Stucco, with Ekberg Stucco surviving the Merger:

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- (i) This Agreement shall have been adopted and approved by the votes of the Ekberg Stucco Shareholders and by Ekberg Stucco in accordance with the laws of the State of Florida;
- (ii) This Agreement shall have been signed, acknowledged and filed with the Florida Department of State as required by the Florida Business Corporation Act; and
- (iii) Articles of Merger shall have been made, signed, sworn to, certified, endorsed and filed, all as required by the provisions of the Florida Business Corporation Act.

Ekberg Stucco, the single corporation which shall survive the Merger, is hereinafter referred to as the "Surviving Corporation." The date and time at which the Merger of Ekberg Stucco and Ekberg Enterprises shall become effective pursuant to the provisions of this Section 1 is hereinafter referred to as the "Effective Date of Merger," and Ekberg Stucco and Ekberg Enterprises are sometimes referred to collectively as the "Merging Corporations."

2. NAME AND PURPOSE OF SURVIVING CORPORATION. The name of the Surviving Corporation shall be "Ekberg Stucco, Inc." The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Amended and Restated Articles of Incorporation of Ekberg Stucco as of the Effective Date of Merger, which shall become and thereafter constitute the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law. A copy of the Amended and Restated Articles of Incorporation of Ekberg Stucco is attached hereto as Exhibit A.

3. BYLAWS OF SURVIVING CORPORATION. From and after the Effective Date of Merger, the Bylaws of Ekberg Stucco, as amended through the date thereof, shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed in accordance with the provisions thereof and applicable law.

4. DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION. The Board of Directors of the Surviving Corporation shall initially consist of two (2) directors, each of whom shall hold office until the annual meeting of the shareholders of the Surviving Corporation and until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal, all in accordance with the Bylaws and applicable law. The directors of Ekberg Stucco as of the date immediately preceding the Effective Date of Merger shall be the initial directors of the Surviving Corporation as of the Effective Date of Merger. Each officer of Ekberg Stucco as of the date immediately preceding the Effective Date of Merger shall become an officer (having the same title as such officer possessed with Ekberg Stucco) of the Surviving Corporation as of the Effective Date of Merger, and shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal, all in accordance with the Bylaws of the Surviving Corporation and applicable law. In the event that a vacancy exists in the Board of Directors of the Surviving Corporation or any of the offices of the Surviving Corporation by reason of the inability or failure of any of the persons above-identified to accept a directorship in the Surviving Corporation or the office to which he or she is designated, as the case may be, the vacancy may thereafter be filled in the manner provided in the Bylaws of the Surviving Corporation.

5. CAPITAL STOCK OF SURVIVING CORPORATION. On the Effective Date of Merger, the authorized capital stock of the Surviving Corporation shall consist of the type and amount of authorized capital stock of Ekberg Stucco immediately preceding the Effective Date of Merger.

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6. **CONVERSION OF OUTSTANDING STOCK ON MERGER.** The manner and basis of converting the outstanding capital stock of Ekberg Enterprises into capital stock of the Surviving Corporation upon the Effective Date of Merger shall be as follows:

- (i) Each of the shares of common stock of Ekberg Enterprises issued and outstanding as of the Effective Date of Merger shall be extinguished.
- (ii) Each of the Ekberg Stucco Shareholders shall continue to hold the same number and type of shares of common stock in the Surviving Corporation as such shareholders respectively hold in Ekberg Stucco as of the date immediately preceding the Effective Date of Merger, as follows:

Daniel A. Ekberg      6000 shares of common stock, par value \$1.00 per share

Jeanette M. Ekberg      4000 shares of common stock, par value \$1.00 per share

There are no outstanding rights to acquire shares of capital stock in Ekberg Enterprises or Ekberg Stucco, and there will be no outstanding rights to acquire shares of capital stock in the Surviving Corporation as a result of the Merger, except to the extent set forth in Section 6(ii) above.

7. **CANCELLATION OF CERTIFICATES.** Effective as of the Effective Date of Merger, the stock certificates reflecting shares of Ekberg Enterprises shall be surrendered and cancelled. From and after the Effective Date of Merger, the stock certificates of Ekberg Stucco shall be and become the stock certificates of the Surviving Corporation; provided, however, that Ekberg Stucco may elect to issue new stock certificates.

8. **EFFECT OF MERGER.** On the Effective Date of Merger, Ekberg Stucco and Ekberg Enterprises shall cease to exist separately (though Ekberg Stucco will continue as the sole surviving corporation) and Ekberg Enterprises shall be merged with and into Ekberg Stucco in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Florida Business Corporation Act. The effect of the Merger shall be as provided in Section 607.1106 of the Florida Business Corporation Act.

9. **FURTHER INSTRUMENTS.** From time to time, as and when requested by the Surviving Corporation or by its successors and assigns, Ekberg Enterprises will execute and deliver, or cause to be executed and delivered, all deeds and other instruments; and will take or cause to be taken such further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all of Ekberg Enterprises' property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this Agreement.

10. **PRINCIPAL OFFICES.** The location of the principal office address of the Surviving Corporation shall be the same as the location of the principal office address of Ekberg Stucco as of the Effective Date of Merger.

11. **ABANDONMENT OF MERGER.** This Agreement may be terminated and the Merger contemplated hereby abandoned at any time by vote of the Board of Directors of each of Ekberg Stucco and Ekberg Enterprises. In the event of any such termination and abandonment, this Agreement shall be void and have no effect, and there shall be no liability on the part of either of the Merging Corporations in connection herewith.

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12. **RIGHT OF AMENDMENT.** The Surviving Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, as amended from time to time, and any provision contained in this Agreement, in the manner now or hereafter prescribed by law or by such Articles of Incorporation, as amended from time to time.

IN WITNESS WHEREOF, Ekberg Stucco and Ekberg Enterprises have entered into this Agreement and Plan of Merger, intending to be legally bound.

EKBERG STUCCO, INC.

EKBERG ENTERPRISES, INC.

By: *Darylberg*  
Name: DARIEL A. EKBERG  
Title: PRESIDENT

By: *Shadette Ekberg*  
Name: SHADETTE M. EKBERG  
Title: Sec / TREASURER

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**EXHIBIT A**

**TO**

**AGREEMENT AND PLAN OF MERGER**

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*[A copy of the Amended and Restate Articles of Incorporation of Ekberg Stucco, Inc.  
appears on the following pages.]*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EKBERG STUCCO, INC.**

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THESE AMENDED & RESTATED ARTICLES OF INCORPORATION (the "Amended & Restated Articles") of EKBERG STUCCO, INC., a Florida corporation (the "Corporation"), are submitted in accordance with §607.1006 and §607.1007 of the Florida Business Corporation Act (the "Act") for purposes of amending and restating the Articles of Incorporation of the Corporation in their entirety. From and after the date of filing hereof, the Amended & Restated Articles shall be as set forth in Article SECOND below.

**FIRST:** The information required by §607.1006 and §607.1007 of the Act is as follows:

- (i) The Corporation's present name is "EKBERG STUCCO, INC."
- (ii) These Amended and Restated Articles of Incorporation were adopted by the Board of Directors and approved by the shareholders of the Corporation on June 17, 2008, and the number of votes cast by the shareholders was sufficient for approval.
- (iii) These Amended and Restated Articles will take effect at the time and date on which they are filed with the Florida Department of State.
- (iv) These Amended & Restated Articles have been duly executed and are being filed in accordance with §607.0120 and §607.0202 of the Act.

**SECOND:** The Amended & Restated Articles of the Corporation are as follows:

The Corporation hereby adopts the following Articles of Incorporation for EKBERG STUCCO, INC., a Florida corporation:

**ARTICLE I  
NAME**

The name of the Corporation is "*Ekberg Stucco, Inc.*"

**ARTICLE II  
SHARES**

The number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Dollar (\$1.00) par value per share.

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**ARTICLE III**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.0203(1), Fla.Stat., the Corporation's existence shall be deemed to have commenced at the time and date on which the original Articles of Incorporation were filed with the Florida Department of State.

**ARTICLE IV**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Principal Office of the Corporation is 130 Tech Drive, Sanford, Florida 32771. The location of the Principal Office shall be subject to change as provided in Bylaws duly adopted by the Corporation.

**ARTICLE V**  
**MAILING ADDRESS**

The mailing address of the Corporation is Post Office Box 471355, Lake Monroe, Florida 32747.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Corporation, and the Registered Agent at such address are as follows:

Jeremy S. Sloane, Esq.  
c/o Zimmerman, Kiser & Sutcliffe, P.A.  
315 E. Robinson Street, Suite 600  
Orlando, Florida 32801

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Board of Directors of the Corporation as of the date of filing hereof is two (2). The number of directors may be increased or decreased from time to time pursuant to Bylaws duly adopted by the Corporation, but in no event shall the number of directors be less than one (1). The name and address of the persons who are to serve as the directors until the next annual meeting of the shareholders of the Corporation or until successor directors are elected and qualified are as follows:

Daniel A. Ekberg  
25511 Hawks Run Lane  
Sorrento, Florida 32776

Juanette M. Ekberg  
25511 Hawks Run Lane  
Sorrento, Florida 32776

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IN WITNESS WHEREOF, these Articles have been signed by the undersigned officer of the Corporation this 18<sup>th</sup> day of June, 2008.

  
\_\_\_\_\_  
Daniel A. E. K. berg, President

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**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Amended and Restated Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 25<sup>th</sup> day of June, 2008.

  
\_\_\_\_\_  
Jeremy S. Sloane  
Registered Agent

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