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(Business Entity Name)

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12/30/08--01050--014 **78.75

EFFECTIVE DATE
01-01-09

RECEIVED
08 DEC 30 AM 11:51
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
08 DEC 30 PM 12:39
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger
C.COULLIETTE
DEC 30 2008
EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Atlantic Design and
Construction, Inc.

Signature

Requested by: Seth

12/30

11:00

Name

Date

Time

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ ✓ Merger File Inc. _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____

08 DEC 30 PM 12:39
FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger is submitted in accordance with Chapter 607, Florida Statutes, and more specifically pursuant to Sections 607.1108, 607.1109 thereof.

1. The name of each Entity (corporation) that is a party to the merger:

Atlantic Design and Construction, Inc. a Florida corporation

and

KBL ENTERPRISES, INC., a Florida corporation

EFFECTIVE DATE
01-01-09

2. The name of the Surviving Entity into which the corporations were merged:

Atlantic Design and Construction, Inc., a Florida corporation

3. The street address of the surviving entity's chief executive office:

1502 NW 6th Street, Gainesville, Florida 32601

4. The Surviving Entity of the merger is a Florida corporation.

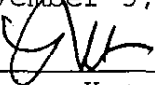
5. The Plan of Merger was adopted by unanimous approval of all Stockholders and Directors of both corporations in accordance with the provisions of Chapter 607, Florida Statutes on December 22, 2008, and a copy of the plan is attached hereto and made a part hereof.

6. The effective date of the merger shall be January 1, 2009.
7. Signatures of each Stockholder and each Director of each corporation follow:

Surviving Entity:

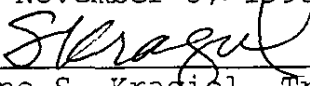
**Atlantic Design and Construction,
Inc., a Florida corporation
(Stockholders)**

Lucian Kragiel as Trustee of the
Lucian Kragiel Living Trust dated
November 3, 1995



Lucian Kragiel, Trustee

Suzanne S. Kragiel, as Trustee
of the Lucian Kragiel Living Trust
dated November 3, 1995.

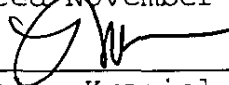


Suzanne S. Kragiel, Trustee

Absorbed Entity:

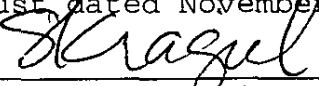
**KBL ENTERPRISES, INC.,
a Florida corporation
(Stockholders)**

Lucian Kragiel as Trustee of
the Lucian Kragiel Living Trust
dated November 3, 1995

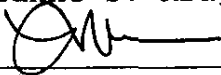


Lucian Kragiel, Trustee

Suzanne S. Kragiel, as Trustee
of the Lucian Kragiel Living
Trust, dated November 3, 1995



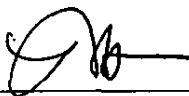
Suzanne S. Kragiel, as Trustee



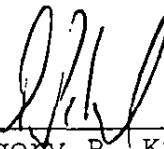
Lucian J. Kragiel, Individually

Surviving Entity:

**Atlantic Design and
Construction, Inc. a
Florida corporation
(Directors)**



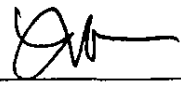
Lucian J. Kragiel, Director



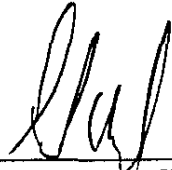
Gregory P. Kragiel, Director

Absorbed Entity:

**KBL ENTERPRISES, INC., a
Florida corporation
(Directors)**



Lucian J. Kragiel, Director



Gregory P. Kragiel, Director

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 22nd day of December, 2008, by Lucian J. Kragiel, Individually and as Trustee of the Lucian Kragiel Living Trust dated November 3, 1995 and as a Stockholder and Director of **ATLANTIC DESIGN AND CONSTRUCTION, INC., a Florida corporation** and **KBL ENTERPRISES, INC., a Florida corporation**, [☒] who has produced a driver's license issued within 5 years from date as identification; OR [☐] who is personally known to me; OR [☐] who produced Other: _____, as identification.



Lisa J. Luke
NOTARY PUBLIC
Printed Name: Lisa J. Luke
Commission No.: DD 806794

My Commission Expires: 08/23/2012
(Affix Notary Seal)

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 22nd day of December, 2008, by Suzanne S. Kragiel, as Trustee of the Lucian Kragiel Living Trust dated November 3, 1995, [☒] who has produced a driver's license issued within 5 years from date as identification; OR [☐] who is personally known to me; OR [☐] who produced Other: _____, as identification.

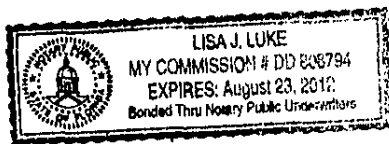


Lisa J. Luke
NOTARY PUBLIC
Printed Name: Lisa J. Luke
Commission No.: DD 806794

My Commission Expires: 08/23/2012
(Affix Notary Seal)

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 22nd day of December, 2008, by Gregory P. Kragiel, as a Director of **ATLANTIC DESIGN AND CONSTRUCTION, INC., a Florida corporation and KBL ENTERPRISES, INC., a Florida corporation**, [✓] who has produced a driver's license issued within 5 years from date as identification; OR [] who is personally known to me; OR [] who produced Other: _____, as identification.




Lisa J. Luke
NOTARY PUBLIC
Printed Name: Lisa J. Luke
Commission No.: DD 806794

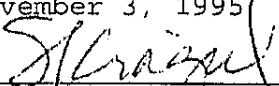
My Commission Expires: 08/23/2012
(Affix Notary Seal)

WAIVER OF NOTICE OF SPECIAL MEETING
OF STOCKHOLDERS AND DIRECTORS
OF
ATLANTIC DESIGN AND CONSTRUCTION, INC.

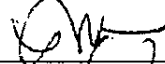
The undersigned, being all of the stockholders and Directors of ATLANTIC DESIGN AND CONSTRUCTION, INC., a Florida corporation, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the special meeting of the Stockholders and Directors of said corporation for the purpose of considering a plan of merger and the publication thereof and consent that the meeting shall be held at the offices of the corporation on 12.21, 2008, at 11:30 A.m. of that day, and consent to the transaction of any and all business that may properly come before said meeting.


STOCKHOLDERS:


LUCIAN KRAGIEL, Trustee of the
Lucian Kragiel Living Trust dated
November 3, 1995


SUZANNE S. KRAGIEL, Trustee of the
Lucian Kragiel Living Trust dated
November 3, 1995

DIRECTORS:


LUCIAN KRAGIEL


GREGORY P. KRAGIEL

MINUTES OF SPECIAL MEETING OF
STOCKHOLDERS AND DIRECTORS
OF ATLANTIC DESIGN AND CONSTRUCTION, INC.

The special meeting of the Stockholders and Directors of ATLANTIC DESIGN AND CONSTRUCTION, INC. was held at the offices of the corporation on 12.21.08, 2008.

Present were: LUCIAN KRAGIEL, Trustee of the Lucian Kragiel Living Trust dated November 3, 1995; SUZANNE S. KRAGIEL, Trustee of the Lucian Kragiel Living Trust dated November 3, 1995; LUCIAN KRAGIEL; and GREGORY P. KRAGIEL, constituting all of the Stockholders and Directors of said corporation.

LUCIAN KRAGIEL, President, presided as Chair of the meeting, and the Secretary, GREGORY P. KRAGIEL, acted as such for the meeting.

The Chair called the meeting to order and stated that a quorum of Stockholders and Directors was present for the conduct of the business at the meeting. The Secretary thereupon presented and read the Waiver of Notice to the Meeting duly signed by all of the Stockholders and Directors, which was ordered to be made a part of the minutes of this meeting.

The Chair then stated that the Board of Directors had adopted a Plan of Merger for the merger of KBL Enterprises, Inc., a Florida corporation, with Atlantic Design and Construction, Inc., a Florida corporation, and was submitting the plan to the

Stockholders for their approval. The Board of Directors recommended the plan. A copy of the plan as submitted to the Stockholders was ordered to be made a part of the minutes.

Upon motion duly made, seconded and carried by the required majority of the Directors and Stockholders, it was

RESOLVED, as follows:

1. That the corporation adopt the Plan of Merger presented at this meeting.

2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Merger, a copy of which document is attached to and made part of these minutes, jointly with KBL ENTERPRISES, INC., a Florida corporation, and to have said document filed in the offices of the Secretary of State in Tallahassee, Florida.

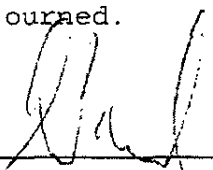
3. That the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take all action and execute any further documents that may be necessary to effectuate and implement the proposed merger.

4. That the accountant of the corporation is authorized to request a tax ruling from the Internal Revenue Service concerning the tax-free status of the Plan of Merger.

5. That the officers of the corporation be and they hereby are authorized and directed, if such action is necessary, to pay

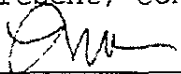
to any dissenting Stockholders the fair value of their stock,
pursuant to Section 607.1320 of the Florida Statutes.

There being no further business, the meeting, on motion duly
made, seconded and carried, was adjourned.

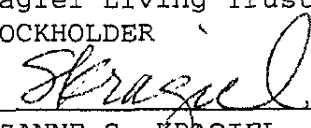


GREGORY P. KRAGIEL
Secretary of the Meeting

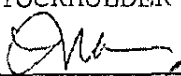
Present, Consenting and Approving:




LUCIAN KRAGIEL, Trustee of the Lucian
Kragiel Living Trust dated November 3, 1995
STOCKHOLDER



SUZANNE S. KRAGIEL, Trustee of the Lucian
Kragiel Living Trust dated November 3, 1995
STOCKHOLDER



LUCIAN KRAGIEL
DIRECTOR

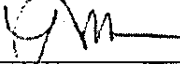


GREGORY P. KRAGIEL
DIRECTOR

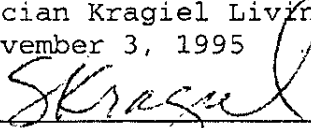
WAIVER OF NOTICE OF SPECIAL MEETING
OF STOCKHOLDERS AND DIRECTORS
OF
KBL ENTERPRISES, INC.

The undersigned, being all of the Stockholders and Directors of KBL ENTERPRISES, INC., a Florida corporation, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the special meeting of the Stockholders and Directors of said corporation for the purpose of considering a plan of merger and the publication thereof and consent that the meeting shall be held at the offices of the corporation on 12-21, 2008, at 1:30 A.m. of that day, and consent to the transaction of any and all business that may properly come before said meeting.

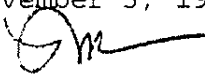
STOCKHOLDERS:



LUCIAN KRAGIEL, Trustee of the
Lucian Kragiel Living Trust dated
November 3, 1995

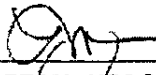


SUZANNE S. KRAGIEL, Trustee of the
Lucian Kragiel Living Trust dated
November 3, 1995

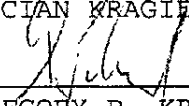


LUCIAN KRAGIEL, Individually

DIRECTORS:



LUCIAN KRAGIEL



GREGORY P. KRAGIEL

MINUTES OF SPECIAL MEETING OF
STOCKHOLDERS AND DIRECTORS
OF KBL ENTERPRISES, INC.

The special meeting of the Stockholders and Directors of KBL ENTERPRISES, INC. was held at the offices of the corporation on 12.21.08, 2008.

Present were: LUCIAN KRAGIEL, Trustee of the Lucian Kragiel Living Trust dated November 3, 1995; SUZANNE S. KRAGIEL, Trustee of the Lucian Kragiel Living Trust dated November 3, 1995; LUCIAN KRAGIEL; and GREGORY P. KRAGIEL, constituting all of the Stockholders and Directors of said corporation.

LUCIAN KRAGIEL, President, presided as Chair of the meeting, and the Secretary, GREGORY P. KRAGIEL, acted as such for the meeting.

The Chair called the meeting to order and stated that a quorum of Stockholders and Directors was present for the conduct of the business at the meeting. The Secretary thereupon presented and read the Waiver of Notice to the Meeting duly signed by all of the Stockholders and Directors, which was ordered to be made a part of the minutes of this meeting.

The Chair then stated that the Board of Directors had adopted a Plan of Merger for the merger of KBL Enterprises, Inc., a Florida corporation, with Atlantic Design and Construction, Inc., a Florida corporation, and was submitting the plan to the

Stockholders for their approval. The Board of Directors recommended the plan. A copy of the plan as submitted to the Stockholders was ordered to be made a part of the minutes.

Upon motion duly made, seconded and carried by the required majority of the Directors and Stockholders, it was

RESOLVED, as follows:

1. That the corporation adopt the Plan of Merger presented at this meeting.

2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Merger, a copy of which document is attached to and made part of these minutes, jointly with ATLANTIC DESIGN AND CONSTRUCTION, INC., a Florida corporation, and to have said document filed in the offices of the Secretary of State in Tallahassee, Florida.

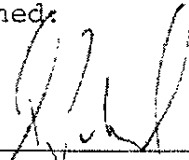
3. That the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take all action and execute any further documents that may be necessary to effectuate and implement the proposed merger.

4. That the accountant of the corporation is authorized to request a tax ruling from the Internal Revenue Service concerning the tax-free status of the Plan of Merger.

5. That the officers of the corporation be and they hereby are authorized and directed, if such action is necessary, to pay

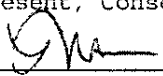
to any dissenting Stockholders the fair value of their stock,
pursuant to Section 607.1320 of the Florida Statutes.

There being no further business, the meeting, on motion duly
made, seconded and carried, was adjourned.

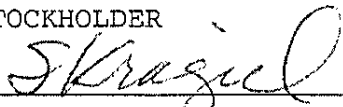


GREGORY P. KRAGIEL
Secretary of the Meeting

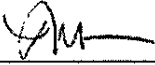
Present, Consenting and Approving:



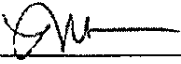
LUCIAN KRAGIEL, Trustee of the Lucian
Kragiel Living Trust dated November 3, 1995
STOCKHOLDER



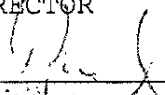
SUZANNE S. KRAGIEL, Trustee of the Lucian
Kragiel Living Trust dated November 3, 1995
STOCKHOLDER



LUCIAN KRAGIEL, Individually
STOCKHOLDER



LUCIAN KRAGIEL
DIRECTOR



GREGORY P. KRAGIEL
DIRECTOR

PLAN OF MERGER

This Plan of Merger is made effective as of January 1, 2009, between Atlantic Design and Construction, Inc., a Florida corporation, referred to as the Surviving Entity, and KBL Enterprises, Inc., a Florida corporation, referred to as the Absorbed Entity.

Stipulations

A. The Surviving Entity is a Florida corporation and exists under the laws of the State of Florida, with its principal office at 1502 NW 6th Street, Gainesville, Alachua County, Florida, 32601.

B. The Absorbed Entity is a Florida corporation and exists under the laws of the State of Florida, with its principal office at 1502 NW 6th Street, Gainesville, Alachua County, Florida, 32601.

C. The Stockholders and Directors of the Absorbed Entity deem it desirable and in the best business interest of the Stockholders that the Absorbed Entity be merged into the Surviving Entity pursuant to the provisions of Chapter 607 of the Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent entities (corporations) agree as follows:

1. Merger. Effective as of January 1, 2009, the Absorbed Entity shall merge with and into Atlantic Design and Construction, Inc., which shall be the Surviving Entity.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the

Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.

3. Conversion of Interest. Each Stockholder's interest in the Absorbed Entity on the effective date of the merger shall be converted into a proportionate Stockholder interest in the Surviving Entity so that all resulting Stockholders of the Surviving Entity shall have an equal ownership interest in the Surviving Entity and shall have their respective capital accounts in the Surviving Entity adjusted to reflect their capital accounts in each of the Entities (Corporations) that existed prior to the merger.

4. Operating Agreement. The Articles of Incorporation and By-Laws of the Surviving Entity shall continue to be its controlling documents following the effective date of the merger.

5. Board of Directors. The Board of Directors of the Surviving Entity as of the effective date of the merger shall be comprised of the following Directors:

Lucian Kragiel
1502 NW 6th Street
Gainesville, FL 32601

Gregory P. Kragiel
1502 NW 6th Street
Gainesville, FL 32601

6. Prohibited Transactions. Neither Entity shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed Entity and Surviving Entity may take all actions necessary or appropriate under the laws of the State of Florida to consummate this merger.

7. Approval by Directors and Stockholders. This Plan of Merger was submitted for the approval of the Stockholders and Directors of the Absorbed Entity and the Officers and Directors of the Surviving Entity in the manner provided by Chapter 607, Florida Statutes, and was unanimously adopted. Each Entity (Corporation) to this merger has complied with the terms of its respective Articles of Incorporation and its respective ByLaws. Copies of the minutes of the meetings of the Stockholders and Directors of each Entity approving and adopting this Plan of Merger are attached hereto and by reference made a part hereof.

8. Effective Date of Merger. The effective date of this merger shall be January 1, 2009.

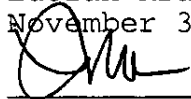
9. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger in Gainesville, Alachua County, Florida on the date(s) written below.

Surviving Entity:

Atlantic Design and Construction, Inc., a Florida corporation (Stockholders)

Lucian Kragiel as Trustee of the Lucian Kragiel Living Trust dated November 3, 1995



Lucian Kragiel, Trustee

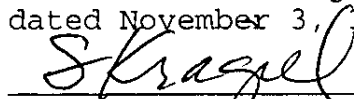
Surviving Entity:

Atlantic Design and Construction Inc., a Florida corporation (Directors)

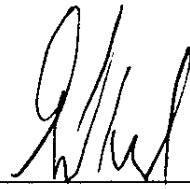


Lucian J. Kragiel, Director

Suzanne S. Kragiel, as Trustee of the Lucian Kragiel Living Trust dated November 3, 1995.



Suzanne S. Kragiel, Trustee



Gregory P. Kragiel, Director

Absorbed Entity:

KBL ENTERPRISES, INC., a Florida corporation (Stockholders)

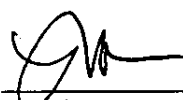
Lucian Kragiel as Trustee of the Lucian Kragiel Living Trust dated November 3, 1995



Lucian Kragiel, Trustee

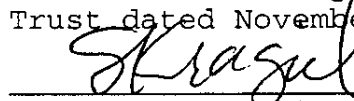
Absorbed Entity:

KBL ENTERPRISES, INC., a Florida corporation (Directors)

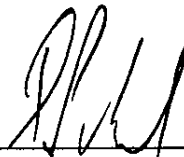


Lucian J. Kragiel, Director

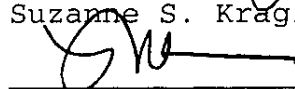
Suzanne S. Kragiel, as Trustee of the Lucian Kragiel Living Trust dated November 3, 1995



Suzanne S. Kragiel, as Trustee



Gregory P. Kragiel, Director



Lucian J. Kragiel, Individually

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 22nd day of December, 2008, by Lucian J. Kragiel, Individually and as Trustee of the Lucian Kragiel, Living Trust dated November 3, 1995 and as a Stockholder and Director of **ATLANTIC DESIGN AND CONSTRUCTION, INC., a Florida corporation and KBL ENTERPRISES, INC., a Florida corporation**, [☒] who has produced a driver's license issued within 5 years from date as identification; OR [☐] who is personally known to me; OR [☐] who produced Other: _____, as identification.



Lisa J. Luke

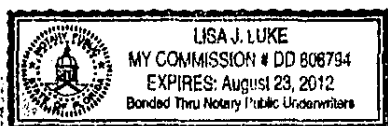
NOTARY PUBLIC

Printed Name: Lisa J. Luke
Commission No.: DD 806794

My Commission Expires: 08/23/2012
(Affix Notary Seal)

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 22nd day of December, 2008, by Suzanne S. Kragiel, as Trustee of the Lucian Kragiel Living Trust dated November 3, 1995, [☒] who has produced a driver's license issued within 5 years from date as identification; OR [☐] who is personally known to me; OR [☐] who produced Other: _____, as identification.



Lisa J. Luke

NOTARY PUBLIC

Printed Name: Lisa J. Luke
Commission No.: DD 806794

My Commission Expires: 08/23/2012
(Affix Notary Seal)

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 22nd
day of December, 2008, by Gregory P. Kragiel, as a Director of
ATLANTIC DESIGN AND CONSTRUCTION, INC., a Florida corporation and
KBL ENTERPRISES, INC., a Florida corporation, [✓] who has
produced a driver's license issued within 5 years from date as
identification; OR [] who is personally known to me; OR []
who produced Other: _____, as identification.



Lisa J. Luke
NOTARY PUBLIC
Printed Name: Lisa J. Luke
Commission No.: DD 806794

My Commission Expires: 08/23/2012
(Affix Notary Seal)

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