

PO4 000169574

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

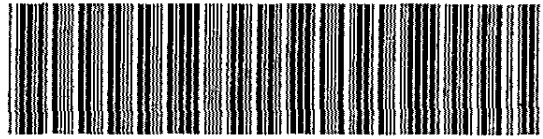
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500043747525

01/21/05--01035125
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2004 DEC 30 PM 3:28
FILED

PO4-169574
[Handwritten signature]

RECEIVED DATE
1-1-05



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 11, 2005

ROBERT FEDER
10422 US HIGHWAY 19
PORT RICHEY, FL 34668

SUBJECT: S. HUNTER DEBRIS REMOVAL, LLC
Ref. Number: L04000060580

We have received your document for S. HUNTER DEBRIS REMOVAL, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$60.00.

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 605A00002009

2004 DEC 30 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

December 20, 2004


Internal Revenue Service
Atlanta, GA 39901

RE: S. Hunter Debris Removal L.L.C.
FEIN 30-0267671
Merger into
C.& H. Debris Recovery, Inc.
FEIN "Applied For"

Dear Sir/ Madam,

Please be advised that S. Hunter Debris Removal, L.L.C. will merge into C & H Debris Recovery, Inc. in a tax free reorganization under IRC Section 351. Our intention is merely to convert S. Hunter Debris Removal from a partnership to an "S" corporation (C&H Debris Recovery). There are no tax attribute or tax benefit carryover motives behind this change.

Sincerely,


Candy Cleveland, V. President

2004 DEC 30 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 11, 2005

ROBERT FEDER
10422 US HIGHWAY 19
PORT RICHEY, FL 34668

SUBJECT: S. HUNTER DEBRIS REMOVAL, LLC
Ref. Number: L04000060580

We have received your document for S. HUNTER DEBRIS REMOVAL, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$60.00.

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 605A00002009

2004 DEC 30 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|------------------------|
| 1. <u>S. HUNTER DEBRIS REMOVAL LLC</u> <u>7111 FLAGLER DR</u> <u>PORT RICHEY, FL</u> <u>34668</u> | <u>FL</u> | <u>LLC PARTNERSHIP</u> |

| | |
|--|-------------------------------|
| Florida Document/Registration Number: <u>104-60580</u> | FEI Number: <u>30-0267671</u> |
| 2. <u>CEH DEBRIS RECOVERY INC</u> <u>FL</u> | <u>CORPORATION</u> |

| | | |
|--|---|--------------------------------|
| <u>7111 FLAGLER DR</u> <u>PORT RICHEY, FL</u> <u>34668</u> | Florida Document/Registration Number: <u>104000169574</u> | FEI Number: <u>APPLIED FOR</u> |
|--|---|--------------------------------|

| | | |
|----------|-------|-------|
| 3. _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

| | |
|---|-------------------|
| Florida Document/Registration Number: _____ | FEI Number: _____ |
| 4. _____ | _____ |

| | |
|-------|-------|
| _____ | _____ |
| _____ | _____ |

| | |
|---|-------------------|
| Florida Document/Registration Number: _____ | FEI Number: _____ |
|---|-------------------|

(Attach additional sheet(s) if necessary)

FILED
 2004 DEC 30 PM 3:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 1-1-05

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------------------|
| <u>CFH DEAN'S RECOVERY INC</u> <u>7111 FLAGLER DR</u> <u>PORT RICHEY, FL</u> <u>34106B</u> | <u>FL</u> | <u>CORPORATION</u> |
| Florida Document/Registration Number | <u>PD4000169574</u> | FEI Number: <u>APPLIED FOR</u> |

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and or/limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/pr members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FILED
2004 DEC 03 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

- | | <u>Name</u> | <u>Jurisdiction</u> |
|---|--|---------------------|
| ① | S. HUNTER DEBRIS REMOVAL LLC 7111 FLAGLER DR PORT RICHIEY FL 34668 | FL |
| ② | CEH DEBRIS RECOVERY INC 7111 FLAGLER DR PORT RICHIEY, FL 34668 | |

SECOND: The exact name and jurisdiction of the surviving party are as follows:

- | | <u>Name</u> | <u>Jurisdiction</u> |
|--|------------------------------------|---------------------|
| | CEH DEBRIS RECOVERY INC | FL |
| | CEH DEBRIS RECOVERY INC | |

THIRD: The terms and conditions of the merger are as follows:

S. HUNTER DEBRIS REMOVAL IS MERGING INTO
CEH DEBRIS RECOVERY IN A NON-REVERSIBLE
SEC. 351 REORGANIZATION,

(Attach additional sheet(s) if necessary)

2804 DEC 30 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or the securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

EACH OWNERSHIP INTEREST IN THE SURVIVING ORGANIZATION SHALL BE IN EXACTLY THE SAME POSITION AS BEFORE.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

ONE FOR ONE CONVERSION.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership or the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

2004 DEC 30 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED