

P05000025287

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**MERGER OR SHARE EXCHANGE
DECKS AND DOCKS LUMBER COMPANY, INC.**

Certificate of Status	1
Certified Copy	2
Page Count	05
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DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
CERTIFICATE OF MERGER
OF
SHELLO, LLC, L05-114561
a Florida limited liability company
into
DECKS AND DOCKS LUMBER COMPANY, INC., P05-25287
a Florida corporation

The following Certificate of Merger is being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street 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>
SHELLO, LLC 1281 Court Street Clearwater, Florida 33756	Florida	Limited Liability Company

Florida Document/Registration Number: L05000114561
FEI Number: 35-1933148

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>
DECKS AND DOCKS LUMBER COMPANY, INC. 1281 Court Street Clearwater, Florida 33756	Florida	Corporation

Florida Document/Registration Number: P05000025287
FEI Number: 20-2364176 (survivor to keep FEI Number)

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

Prepared by:

William B. Spottswood, Jr., Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 073171

FOURTH: The attached Plan of Merger was approved by the business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

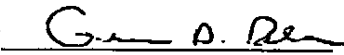

FIFTH: The surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a member of the surviving entity pursuant to Sections 607.1108(5) and 608.4381(2), Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by 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.

SEVENTH: The merger shall become effective as of the date the Certificate of Merger is filed with Florida Department of State

EIGHTH: The Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

NINTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed Name of Individual</u>
Shello, LLC		Gerald D. Roberts, Managing Member
Decks and Docks Lumber Company, Inc.		Gerald D. Roberts, President

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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 Sections 607.1107 and 608.4381, Florida Statutes, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
SHELLO, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
DECKS AND DOCKS LUMBER COMPANY, INC.	Florida

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

The merging party shall merge with and into the surviving party. The separate existence of the merging party shall cease. All properties, franchises and rights belonging to the merging party, by virtue of the merger and without further act or deed, shall be deemed to be vested in the surviving party, which shall thenceforth be responsible for all the liabilities and obligations of such corporation.

FOURTH: The manner and basis of converting the interests, shares, obligations or other 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 member owning a membership interest in the *merging* party shall be treated as having contributed such interest to the capital of the surviving party in such member's capacity as a shareholder of the surviving party. No cash or other property shall be exchanged in such merger, except as provided in the prior sentence.

FIFTH: The Effective Date of this Plan of Merger shall be the date that all parties to the merger have approved this Plan of Merger.

IN WITNESS WHEREOF, the undersigned entities have executed this Plan of Merger as of the date indicated.

WITNESSES:

SHELLO, LLC,
a Florida limited liability company

Katie Kenna
Ashley Calkins

By: Beth Wallace
Its: Managing Member
Date: 11-26-12

DECKS AND DOCKS LUMBER
COMPANY, INC., a Florida corporation

Katie Kenna
Ashley Calkins

By: Corey Dean
Its: President
Date: November 26, 2012

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