

09/08/2009 14:54

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JAMES F. GULECAS P.A.

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Division of Corporations

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P05000027434

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Charlie Dean Towers, Inc.

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Merger
9/9/09

FAX AUDIT NUMBER H090001969713**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NATURE COAST TOWERS, INC. 10032 Brompton Drive Tampa, FL 33626	Florida	For Profit Corporation
<u>Florida Document/ Registration Number</u>	<u>Federal Employer Identification Number</u>	
P05000063286	20-2759318	

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CHARLIE DEAN TOWERS, INC. 10032 Brompton Drive Tampa, FL 33626	Florida	For Profit Corporation
<u>Florida Document/ Registration Number</u>	<u>Federal Employer Identification Number</u>	
P05000027434	20-2477260	

ARTICLES AND PLAN OF MERGER

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James F. Gulecas, Esq.
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FAX AUDIT NUMBER H090001969713

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THIRD: The Plan of Merger is attached.

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

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on 9/4/2009

SIXTH: The Plan of Merger was adopted by the shareholders of the Merging Corporation on 9/4/2009

NATURE COAST TOWERS, INC.

By: 

CHARLES S. DEAN, JR.

Its President

Merging Corporation

CHARLIE DEAN TOWERS, INC.

By: 

CHARLES S. DEAN, JR.

Its President

Surviving Corporation

ARTICLES AND PLAN OF MERGER

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FAX AUDIT NUMBER H090001969713

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PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the Surviving Corporation: CHARLIE DEAN TOWERS, INC., a Florida Corporation.

SECOND: The name and jurisdiction of the Merging Corporation: NATURE COAST TOWERS, INC., a Florida Corporation.

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

The Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of the merger.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholder or Shareholders and in the same proportion as the stock of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the Shareholders after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving

ARTICLES AND PLAN OF MERGER

PAGE 3

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Corporation.

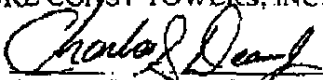
FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

NATURE COAST TOWERS, INC.

By:



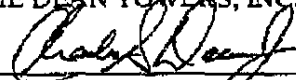
CHARLES S. DEAN, JR.

Its President

Merging Corporation

CHARLIE DEAN TOWERS, INC.

By:



CHARLES S. DEAN, JR.

Its President

Surviving Corporation

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

All Corporations: Signature of Chairman, Vice Chairman, President or any officer.

FILING FEES:

For each Limited Partnership: \$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)

For each Limited Liability Company: \$25.00

For each Corporation: \$35.00

For each General Partnership: \$25.00

All Others: No Charge

O:\Clients\Dean, Charles & Tracey (1446)\Sale of Charlie Dean Towers, Inc\Articles and Plan of Merger.wpd

ARTICLES AND PLAN OF MERGER

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