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MERGER OR SHARE EXCHANGE

CNC Liquidating, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
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ARTICLES/CERTIFICATE OF MERGER  
MERGING CNC MECHANICAL, LLC  
INTO CNC LIQUIDATING, INC.

107-89121  
POL-37362

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, and Section 608.4382 of the Florida Limited Liability Company Act, CNC LIQUIDATING, INC., a Florida corporation, as the Surviving Entity, hereby delivers these Articles/Certificate of Merger for the purpose of merging CNC MECHANICAL, LLC, a Florida limited liability company, into CNC LIQUIDATING, INC., a Florida corporation.

1. A copy of the Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved by CNC LIQUIDATING, INC., in accordance with the applicable provisions of the Florida Business Corporation Act.
3. The Plan was approved by CNC MECHANICAL, LLC, in accordance with the applicable provisions of the Florida Limited Liability Company Act.

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Dated: April 25, 2008

CNC LIQUIDATING, INC.

By: Linda D. O'Hara  
Name: Linda D. O'Hara  
Title: President

CNC MECHANICAL, LLC

By: Linda D. O'Hara  
Name: Linda D. O'Hara  
Title: President

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Exhibit A

## PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by CNC LIQUIDATING, INC., a Florida corporation f/k/a CNC MECHANICAL, INC. ("CNC Inc"), and CNC MECHANICAL, LLC, a Florida limited liability company f/k/a CNC ACQUISITION, LLC ("CNC LLC"), for the purpose of merging CNC LLC into CNC Inc pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act. CNC Inc is sometimes referred to herein as the "Surviving Entity".

1. Parties to the Merger. The names of the entities planning to merge are CNC LIQUIDATING, INC. and CNC MECHANICAL, LLC. The name of the surviving entity is CNC LIQUIDATING, INC. (but see Section 2(b) below regarding the change of the name of the Surviving Entity).
2. Terms and Conditions of the Merger.
  - (a) Effect of Merger. On the Effective Date (as defined in Section 4 of this Plan), CNC LLC will be merged with and into CNC Inc pursuant to and in accordance with Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act. The separate existence of CNC LLC shall thereupon cease, and CNC Inc, as the Surviving Entity, shall be fully vested in the rights, privileges, immunities, powers and franchises of CNC LLC, subject to its restrictions, liabilities, disabilities, and duties.
  - (b) Articles of Incorporation. The Articles of Incorporation of CNC Inc as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Entity; provided, however, that Article I of the Articles of Incorporation of CNC Inc is hereby amended to read as follows:

## "ARTICLE I

The name of the corporation is:

CNC MECHANICAL, INC."

- (c) Directors and Officers. The directors and officers of CNC Inc on the Effective Date shall be:

<u>Name and Address</u>	<u>Director</u>	<u>Officer Title</u>
Linda D. O'Hara 4225 O'Hara Place Dover, Florida 33527	Yes	President
Lloyd O'Hara 4225 O'Hara Place Dover, Florida 33527	Yes	Secretary & Treasurer

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<u>Name and Address</u>	<u>Director</u>	<u>Officer Title</u>
Timothy R. Hatfield 14936 Sherrod Croft Dade City, Florida 33525	Yes	N/A
Michael D. Roberts 795 New York Avenue Palm Harbor, Florida 34683	Yes	N/A

3. Treatment of Equity Interests.

- (a) CNC Inc. On and after the Effective Date, each share of capital stock of CNC Inc currently issued and outstanding shall remain issued and outstanding, and shall represent the issued and outstanding capital stock of the Surviving Entity.
- (b) CNC LLC. Each membership interest of CNC LLC outstanding immediately prior to the Effective Date shall, automatically and without the need for any action by any party, be cancelled upon the Effective Date.

4. Effective Date. The merger of CNC LLC into CNC Inc will become effective upon the filing of the Article of Merger with the Florida Department of State (the "Effective Date").

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