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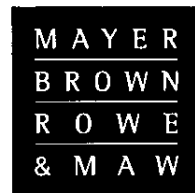


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FILED
06 OCT 26 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



October 24, 2006

VIA OVERNIGHT DELIVERY

Florida Dept. of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Mayer, Brown, Rowe & Maw LLP
214 North Tryon Street
Suite 3800
Charlotte, North Carolina 28202-2137

Main Tel (704) 444-3500
Main Fax (704) 377-2033
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Julia O Leopard
Direct Tel (704) 444-3523
Direct Fax (704) 377-2033
jleopard@mayerbrownrowe.com

Re: McHenry & Sons, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Merger with attached Plan of Merger and a filing fee check in the amount of \$78.75. Please file the Articles with your office on **Thursday, October 26, 2006** and return the certified, stamped, filed copy to me.

Please contact me if you have any questions regarding this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Julia O Leopard".

Julia O Leopard
Paralegal

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: McHenry & Sons, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

C. Wells Hall III
(Contact Person)

Mayer, Brown, Rowe & Maw LLP
(Firm/Company)

214 N. Tryon Street
(Address)

Charlotte, NC 28202
(City/State and Zip Code)

For further information concerning this matter, please call:

Julia O. Leopard At (704) 444-3523
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF MERGER
(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
McHenry & Sons, Inc.	Florida	P06000111874

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Durane Gas Company	North Carolina	

Third: Attached hereto and made a part hereof as Exhibit A is a copy of the Plan of Merger, which was duly approved by the board of directors as required by the laws of the State of North Carolina and the State of Florida.

Fourth: These Articles of Merger shall be effective upon filing.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on September 1, 2006.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on September 1, 2006.

This the 17th day of October, 2006.

MCHENRY & SONS, INC.

By: Edward R. McHenry Jr.
Edward R. McHenry, Jr., President

DURANE GAS COMPANY

By: Edward R. McHenry Jr.
Edward R. McHenry, President

Exhibit A

**PLAN OF MERGER
(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes and section 55-11-01 of the General Statutes of North Carolina, and in accordance with the laws of any other applicable jurisdiction of incorporation.

A. CORPORATIONS PARTICIPATING IN THE MERGER.

DURANE GAS COMPANY, a North Carolina corporation (the "Merging Corporation") agrees to merge into MCHENRY & SONS, INC., a Florida corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION.

After the merger, the Surviving Corporation will have the name "McHenry & Sons, Inc."

The Surviving Corporation shall continue to be governed by the laws of the State of Florida, the Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation, and the registered and principal office of the Surviving Corporation will be:

7467 Cypress Bend Manor
Vero Beach, Florida 32966

C. MERGER.

Pursuant to the terms and conditions of this Plan of Merger, the Merging Corporation will merge into the Surviving Corporation. Upon the merger becoming effective (the "Effective Date"), the corporate existence of the Surviving Corporation will continue and the corporate existence of the Merging Corporation shall cease. The title to all real estate and other property owned by the Merging Corporation will be vested in the Surviving Corporation without reversion or impairment. The Surviving Corporation will have all liabilities of the Merging Corporation.

D. CONVERSION AND EXCHANGE OF SHARES.

Upon the Effective Date, all of the outstanding shares of the Merging Corporation shall be cancelled. Each holder of a certificate or certificates representing shares of the Merging Corporation shall surrender the same for cancellation to the Merging Corporation on or before the Effective Date. The outstanding shares of the Surviving Corporation shall not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as the shares of the Surviving Corporation.

E. DISSENTERS' RIGHTS.

The Surviving Corporation agrees to pay to any dissenting shareholders of the Merging Corporation who may be entitled to vote and who dissent from the merger, under the laws of Florida and North Carolina, the fair value of their shares.

F. WAIVER OF MAILING REQUIREMENT.

The shareholders of the Merging Corporation have waived in writing any notice requirements or mailing requirements regarding the Plan of Merger required by the laws of North Carolina.

G. ABANDONMENT.

At any time prior to the merger becoming effective, the board of directors of the Surviving Corporation may, in its discretion, abandon the merger.

H. COMPLIANCE WITH FOREIGN LAW.

The North Carolina corporation has complied or shall comply with the laws of the State of Florida regarding the merger.

I. EFFECTIVE TIME.

The merger shall be effective upon filing (the "Effective Date") as evidenced by the filing of the Articles of Merger with the Secretary of State of Florida.