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MERGER OR SHARE EXCHANGE

Breedon General Partner, Inc.

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ARTICLES AND CERTIFICATE OF MERGER OF
BREEDEN GENERAL PARTNER, INC., a Delaware corporation
with and into
BREEDEN GENERAL PARTNER, INC., a Florida corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 of the Florida Business Corporation Act, as amended (the "Florida Act"), and Section 252 of the General Corporation Law of the State of Delaware, as amended (the "Delaware Act" and collectively with the Florida Act, the "Acts"), BREEDEN GENERAL PARTNER, INC., a Delaware corporation ("Merging Corporation"), and BREEDEN GENERAL PARTNER, INC., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles and Certificate of Merger for the purpose of merging the Merging Corporation with and into the Surviving Corporation.

1. The Merging Corporation shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties dated as of April 4, 2007 (the "Plan of Merger"). Pursuant to the merger, all of the shares of capital stock of the Surviving Corporation outstanding immediately prior to the merger shall be cancelled in exchange for the consideration referenced in the Plan of Merger and all of the shares of common stock of the Merging Corporation outstanding immediately prior to the merger shall be converted into a like number of shares of common stock of the Surviving Corporation with a par value of \$.01 per share.
2. The name of the surviving entity shall be "BREEDEN GENERAL PARTNER, INC."
3. The Plan of Merger was properly approved, adopted, certified, executed and acknowledged by all directors and shareholders of the Merging Corporation and the Surviving Corporation in accordance with the Acts.

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4. This merger shall become effective upon the date of filing of the Articles and Certificate of Merger with the office of the Florida Secretary of State of Florida and the office of the Delaware Secretary of State of Delaware (the "Effective Date").

5. The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 4721 SE WATERLORD DR. STAM
Florida 34997.

6. A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any shareholder of the Merging Corporation or the Surviving Corporation.

7. The Surviving Corporation agrees that it may be served with process in Florida in any action, suit or proceeding for the enforcement of any obligation of the Merging Corporation.

IN WITNESS WHEREOF, this Articles and Certificate of Merger having been executed on behalf of the Merging Corporation and the Surviving Corporation by their authorized representatives on April 4, 2007.

BREEDEN GENERAL PARTNER, INC.,
a Florida corporation

By: Don M. Breeden
Don M. Breeden, President

BREEDEN GENERAL PARTNER, INC.,
a Delaware corporation

By: Don M. Breeden
Don M. Breeden, President

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AGREEMENT AND PLAN OF MERGER

April 7 THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of *April 7*, 2007, is made by and between BREEDEN GENERAL PARTNER, INC., a Delaware corporation (the "Merging Corporation"), and BREEDEN GENERAL PARTNER, INC., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the parties desire that the Merging Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving entity, in accordance with Section 607.1101 of the Florida Business Corporation Act, as amended (the "Florida Corporation Act"), and Section 252 of the General Corporation Law of the State of Delaware, as amended (the "Delaware Corporation");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger, Section 607.1101 of the Florida Corporation Act and Section 252 of the Delaware Corporation Act, on the Effective Date (as defined below), the Merging Corporation shall simultaneously be merged with and into the Surviving Corporation (the "Merger"), the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue its existence under the laws of Florida under its present name (the "Surviving Entity"). The Merging Corporation and the Surviving Corporation are collectively referred to herein as the "Constituent Entities." The name and business address of the Surviving Entity is:

BREEDEN GENERAL PARTNER, INC.
4721 Southeast Waterford Drive
Stuart, Florida 34997

2. The Merger shall become effective as of the filing of the Articles and Certificate of Merger, a copy of which is attached hereto as Exhibit A, with the offices of the Florida Secretary of State of Florida and the Delaware Secretary of State (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger and shall, upon the Effective Date, be vested in the Surviving Entity. All obligations belonging to or due to each of the Constituent Entities shall be

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vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

4. At the Effective Date, by virtue of the Merger, and without any action on the part of the parties or otherwise, the rights and interests held by the shareholders of the Merging Corporation shall be automatically converted into rights and interests in the Surviving Corporation.

5. The Articles of Incorporation filed on behalf of the Surviving Corporation with Secretary of State of Florida on April 6, 2007 (the "Articles") shall be the Articles for the Surviving Entity.

6. The Surviving Corporation acknowledges and represents that it has complied with all applicable provisions under the Florida Corporate Act to effectuate the Merger. The Merging Corporation acknowledges and represents that it has complied with all applicable provisions under the Delaware Corporation Act to effectuate the Merger.

7. The officers and directors of the Merging Corporation and the Surviving Corporation may abandon and/or amend this Plan of Merger, or the terms hereof, at any time prior to the Effective Date, in accordance with the Delaware and Florida Corporation Act.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

Merging Corporation:
BREEDEN GENERAL PARTNER, INC.,
a Delaware corporation

By: Don M. Breeden
Don M. Breeden, its President

Surviving Corporation:
BREEDEN GENERAL PARTNER, INC.,
a Florida corporation

By: Don M. Breeden
Don M. Breeden, its President

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BERGER SINGERMANN → 850-205-0381

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EXHIBIT A

ARTICLES OF MERGER