

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000191628 3)))



H090001916283ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: **CAROL MUSTAIN**
Division of Corporations
Fax Number : (850) 617-6380

From: **GAIL S ANDRE**
Account Name : LOWMEES, DROSDICK, DOSTER, KANTOR & LEED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF MERGER AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

FILED
09 AUG 28 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

THE HEAVENER COMPANY EUROPEAN HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

Man y... 9/16/09

H09000191628 3

ARTICLES OF MERGER**OF****CCI OF WINTER PARK, INC.**
a Florida corporation**WITH AND INTO****THE HEAVENER COMPANY EUROPEAN HOLDINGS, INC.**
a Florida corporation**FILED**
09 AUG 28 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, CCI of Winter Park, Inc., a Florida corporation, and The Heavener Company European Holdings, Inc., a Florida corporation, hereby adopt the following Articles of Merger for the purpose of effecting the merger of CCI of Winter Park, Inc., a Florida corporation, with and into The Heavener Company European Holdings, Inc., a Florida corporation (the "Merger"):

FIRST: Pursuant to Section 607.1108 of the Florida Business Corporation Act, the Plan of Merger of CCI of Winter Park, Inc., a Florida corporation ("CCI"), with and into The Heavener Company European Holdings, Inc., a Florida corporation ("THCEH"), is as follows:

(1) At the Effective Time (as hereinafter defined), CCI shall be merged with and into THCEH and THCEH shall be the surviving corporation of the Merger. THCEH is hereinafter sometimes referred to as the "Surviving Entity."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

H09000191628 3

(b) The Articles of Incorporation of THCEH, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until thereafter amended as provided by law.

(c) The Bylaws of THCEH, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Entity until thereafter amended as provided by law.

(3) The sole shareholder of CCI is also the sole shareholder of THCEH. As of the Effective Time, by virtue of the Merger, all of the issued and outstanding shares of common stock in CCI, which are held by the sole shareholder of CCI, will be converted into and become, without any action on the part of such sole shareholder, shares of common stock in the Surviving Entity, such that the shareholder of CCI will continue to be the sole shareholder of the Surviving Entity owning all of the shares of common stock in the Surviving Entity.

(4) The Merger shall become effective (the "Effective Time") upon the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida.

SECOND: Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of CCI, the sole director and the sole shareholder of CCI approved the Merger by written consents dated as of January 1, 2009.

THIRD: Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of THCEH, the sole director and the sole shareholder of THCEH approved the Merger by a written consent dated as of January 1, 2009.

IN WITNESS WHEREOF, CCI and THCEH have caused these Articles of Merger to be signed on their behalf by their respective duly authorized representatives on this 1st day of January, 2009.

CCI OF WINTER PARK, INC.,

a Florida corporation

By: 

James W. Heavener, President

**THE HEAVENER COMPANY
EUROPEAN HOLDINGS, INC.,**

a Florida corporation

By: 

James W. Heavener, President