

P08000027806

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

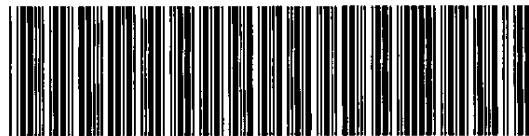
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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8. Tebock MAY 02 2008

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date:

5/2/08

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 513-3619 (direct)
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

Corporation Name: *Merge:* (P08000027815) (P08000027816)
FVS Holding Co. and VSK Holding Co.
→ FVS-KC, Inc.

Entity Number (if applicable):

Authorization:

Kim Pullen

☒ *Merge*
Certified Copy

____ Certificate of Status

____ New Filings

____ Plain Stamped Copy

____ Annual Report

____ Fictitious Name

____ Amendments

____ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

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Client: 41828 Matter: 92464

Name: B. Cowan Office: St. P.

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ARTICLES OF MERGER
OF
FVS HOLDING CO. AND VSK HOLDING CO.
WITH
AND INTO
FVS-KC, INC.

Pursuant to Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger provide as follows:

ARTICLE I
State of Incorporation; Surviving Corporation

The name and state of incorporation of each of the constituent corporations of the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
FVS Holding Co. POB-27815	Florida
VSK Holding Co. POB-27816	Florida
FVS-KC, Inc. POB-27806	Florida

FVS Holding Co. and VSK Holding Co. shall merge with and into FVS-KC, Inc. (the "Merger"), and FVS-KC, Inc. shall be the surviving corporation.

ARTICLE II
Agreement and Plan of Merger

The Agreement and Plan of Merger with respect to the Merger is attached hereto as **Exhibit A** (the "Plan of Merger").

ARTICLE III
Approval of the Plan

The shareholders of FVS Holding Co. approved and adopted the Plan of Merger as of March 31, 2008.

The shareholders of VSK Holding Co. approved and adopted the Plan of Merger as of March 31, 2008.

The shareholders of FVS-KC, Inc. approved and adopted the Plan of Merger as of March 31, 2008.

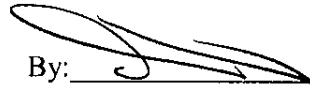
ARTICLE IV
Effective Date

These Articles of Merger shall become effective on the date that these Articles of Merger are filed with the Department of State of the State of Florida.

[*Signature page follows*]

Dated this 1st day of April, 2008.

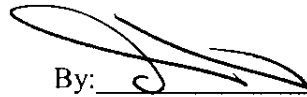
FVS HOLDING CO., a Florida corporation

By: 

Name: Darryl S. Shaw

Title: President

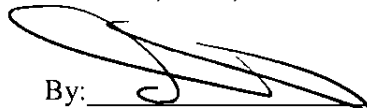
VSK HOLDING CO., a Florida corporation

By: 

Name: Darryl S. Shaw

Title: President

FVS-KC, INC., a Florida corporation

By: 

Name: Darryl S. Shaw

Title: President

EXHIBIT A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is entered into as of the 31 day of March, 2008, by and among FVS Holding Co., a Florida corporation, VSK Holding Co., a Florida corporation (collectively, the "Non-Surviving Corporations"), and FVS-KC, Inc., a Florida corporation (the "Surviving Corporation"), pursuant to Section 607.1101 of the Florida Business Corporation Act ("FBCA").

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STATE
SECRETARY OF
DIVISION OF CORPORATIONS

1. **MERGER.** Upon the terms and subject to the conditions set forth in this Plan, the Non-Surviving Corporations shall be merged with and into the Surviving Corporation (the "Merger"), which shall be the sole surviving corporation.

2. **ORGANIZATIONAL DOCUMENTS.** On and after the Effective Date (as defined below), the Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation, and the Bylaws of the Surviving Corporation shall continue as the Bylaws of the Surviving Corporation.

3. **MANNER AND BASIS OF CONVERTING SHARES.** On the Effective Date, (a) each existing outstanding shares of stock of the Surviving Corporation shall be deemed cancelled, (b) the stock issued to Darryl S. Shaw as of March 14, 2008 in FVS Holding Co. shall be deemed cancelled, (c) the stock issued to Darryl S. Shaw as of March 14, 2008 in VSK Holding Co. shall be deemed cancelled, (d) each issued and outstanding share of capital stock of FVS Holding Co. (other than the stock described in Section 3(b) of this Plan) shall be converted into 1.024275 shares of common stock of the Surviving Corporation and (e) each issued and outstanding share of capital stock of VSK Holding Co. (other than the stock described in Section 3(c) of this Plan) shall be converted into 1.8058 shares of common stock of the Surviving Corporation.

4. **CONDITIONS PRECEDENT TO EFFECTIVENESS OF THIS PLAN.** This Plan shall become effective if (i) adopted, pursuant to Section 607.1101(1) of the FBCA, by the boards of directors of each of the Non-Surviving Corporations and the Surviving Corporation, and (ii) subsequently approved, pursuant to Section 607.1103 of the FBCA, by the shareholders of each of the Non-Surviving Corporations and the Surviving Corporation.

5. **CONDITIONS PRECEDENT TO THE MERGER.** Provided that the Plan has been adopted and approved as required by Section 4, the Merger shall be effective as of the date on which articles of merger in respect of the Merger are filed with the Florida Department of State (the "Effective Date") pursuant to Section 607.1105 of the FBCA.

6. **BOARDS OF DIRECTORS AUTHORIZED TO AMEND PLAN.** To the extent permitted by Section 607.1103(8) of the FBCA, this Plan may be amended prior to the Effective Date by the boards of directors of the Non-Surviving Corporations and the Surviving Corporation, provided that any such amendment has been approved in writing by the board of directors of each of the Non-Surviving Corporations and the Surviving Corporation.

7. **GENERAL PROVISIONS.** This Plan shall be construed in accordance with the laws of the State of Florida. This Plan constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed, or modified except by a writing signed by each party to be affected

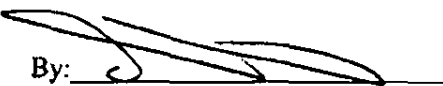
by such amendment, change, or modification. References herein to a "Section" without reference to the FBCA refer to the corresponding Section of this Plan.

[SIGNATURE PAGE FOLLOWS]


The undersigned parties have caused this Plan to be entered into as of the date first above written.

NON-SURVIVING CORPORATIONS:

**FVS HOLDING CO., a Florida
corporation**

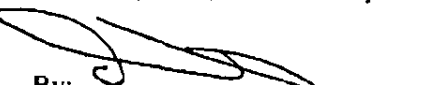
By: 
Name: Darryl S. Shaw
Title: President

**VSK HOLDING CO., a Florida
corporation**

By: 
Name: Darryl S. Shaw
Title: President

SURVIVING CORPORATION:

FVS-KC, INC., a Florida corporation

By: 
Name: Darryl S. Shaw
Title: President