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(Requestor's Name)

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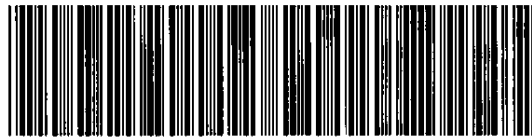
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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05/18/09--01025--007 \*\*78.75

**EFFECTIVE DATE**

5/31/09

FILED  
09 MAY 22 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MAY 26 2009

Law Offices  
**TIMOTHY W. COX, P.A.**  
Attorney and Counselor at Law

324 Datura Street, Suite 200  
West Palm Beach, FL 33401

Telephone: (561) 820-8151  
Facsimile: (561) 820-8103

RECEIVED  
2009 MAY 21 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 13, 2009

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Tynan Plumbing Fixtures, Inc.

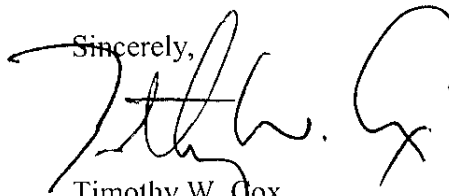
Gentlemen:

Enclosed herewith are two executed copies of Articles and Plan of Merger for the above-referenced corporation, along with a check, payable to the Department of State in the amount of \$78.75, in payment of the following:

Filing Fee (\$35.00 per corporation)	\$ 70.00
Certified Copy	<u>\$ 8.75</u>
	\$ 78.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,  
  
Timothy W. Cox

Enc.: Check  
Articles and Plan of Merger in duplicate

ARTICLES AND PLAN OF MERGER  
OF  
TYNAN PLUMBING FIXTURES, LLC  
(a South Carolina limited liability company)  
into  
TYNAN PLUMBING FIXTURES, INC.  
(a Florida corporation)

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

P09-36836

We the undersigned, being the Managing Member of Tynan Plumbing Fixtures, LLC, a South Carolina limited liability company, hereafter called the "South Carolina Company", and the President of Tynan Plumbing Fixtures, Inc., a Florida corporation, hereinafter called the "Florida Corporation", hereby certify that the following Articles and Plan of Merger were duly adopted unanimously by all of the Directors and all of the Shareholders of both Tynan Plumbing Fixtures, LLC and Tynan Plumbing Fixtures, Inc., pursuant to South Carolina Statute Sections 33-44-904 through 33-44-905 and Florida Statute Sections 607.1101 through 607.1107, and the following articles constitute the plan of merger, the terms and conditions of the merger, and the manner and basis for converting the interests or shares of each entity into the shares of the surviving corporation:

1. **Names of Entities and Filing Dates.** The names of the entities to be merged are Tynan Plumbing Fixtures, LLC, a South Carolina limited liability company whose articles of organization were filed with the State of South Carolina on May 26, 2006, and Tynan Plumbing Fixtures, Inc., a Florida corporation, whose articles of incorporation were filed with the State of Florida on April 24, 2009. Tynan Plumbing Fixtures, Inc., is not authorized to do business in South Carolina at this time.

2. **Merger.** The South Carolina Company shall be and hereby is merged into the Florida Corporation.

3. **Surviving Corporation.** The surviving corporation shall be Tynan Plumbing Fixtures, Inc., a Florida corporation. The Florida Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of the South Carolina Company shall cease forthwith upon the Effective Date. The present officers and/or managing members of the South Carolina Company shall cease to be officers and/or managing members of the South Carolina Company and shall not be officers or directors of the Florida Corporation. The surviving corporation may be served with process in the State of South Carolina and is subject to liability in any action or proceeding for the enforcement (i) of any liability or obligation previously subject to suit in the State of South Carolina, and (ii) of the right of members of the South Carolina Company to receive payment for their interests against the surviving corporation.

4. **Principle Place of Business of Surviving Corporation.** The principle place of business of the surviving corporation shall be as follows:

Tynan Plumbing Fixtures, Inc.  
4 Cypress Cove  
Palm Beach Gardens, FL33418

5. **Effective Date.** These Articles and Plan of Merger shall become effective on the later of May 31, 2009, or immediately upon compliance with the laws of the States of South Carolina and Florida, the time of such effectiveness being hereinafter called the Effective Date.

6. **Interests in South Carolina Company.** The South Carolina Company has one member, Eric McNeely, who owns 100% of the interest of the South Carolina Company, which interest has been duly issued and is now outstanding.

7. **Florida Corporation Shares.** The Florida Corporation has authorized capital of 10,000 common shares, no par value, of which 10 shares are outstanding, and all of the outstanding shares are owned by Eric McNeely. The Florida Corporation has at least one (1) share available for use in converting the interests of the South Carolina Company into shares of the Florida Corporation.

8. **Authorized Capital.** The authorized capital of the Florida Corporation following the Effective Date shall remain 10,000 common shares, no par value, unless and until the same shall be changed in accordance with the laws of the State of Florida.

9. **Florida Corporation Shares Remain.** Forthwith upon the Effective Date, each of the common shares of the Florida Corporation presently issued and outstanding shall remain issued and outstanding, and no additional common shares or other securities of the Florida Corporation shall be issued in respect to those shares as part of this merger. Eric McNeely shall remain the sole shareholder of the Florida Corporation.

10. **Conversion of Outstanding Shares of South Carolina Company.** Forthwith upon the Effective Date, the issued and outstanding interests in the South Carolina Company and all rights in respect thereof shall be converted into one (1) fully paid and non-assessable common share of the Florida Corporation. The certificate nominally representing Eric McNeely's 100% interest in the South Carolina Company shall for all purposes be deemed to evidence the ownership of one (1) common share of the Florida Corporation. Eric McNeely, as the owner of 100% of the interest in the South Carolina Company, shall immediately surrender the certificate representing his interest in the South Carolina Company for a certificate of one (1) common share of the Florida Corporation.

11. **Articles of Incorporation.** The Articles of Incorporation of the Florida Corporation following the Effective Date (unless and until the same shall be amended or repealed in accordance with the provisions thereof) shall continue as the Articles of Incorporation of the Florida Corporation as the surviving corporation. Such Articles of

Incorporation shall constitute the Articles of Incorporation of the Florida Corporation separate and apart from these Articles of Merger and may be separately certified as the Articles of Incorporation of the Florida Corporation.

12. **Bylaws.** The Bylaws of the Florida Corporation shall be the Bylaws of the Florida Corporation as the surviving corporation following the Effective Date unless and until the same shall be amended or repealed.

13. **Further Assurance of Title.** If at any time the Florida Corporation shall consider or be advised that any actions are necessary or desirable in order to acknowledge or confirm in and to the Florida Corporation any right, title, or interest of the South Carolina Company held immediately prior to the Effective Date, the South Carolina Company and its prior officers and/or managing member(s) shall execute and deliver all such documents and do all things necessary or proper to acknowledge and confirm such right, title, or interest in the Florida Corporation as shall be necessary to carry out the purposes of these Articles and Plan of Merger, and the Florida Corporation and the officers and directors thereof are fully authorized to take any and all such action in the name of the South Carolina Company or otherwise.

14. **Officers.** The names of the officers of the Florida Corporation following the Effective Date, who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

President:	Eric McNeely
Secretary:	Eric McNeely
Treasurer:	Eric McNeely

15. **Vacancies.** If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the Florida Corporation, such vacancy shall thereafter be filled by Eric McNeely as sole shareholder of the Florida Corporation in the manner provided by law and the Bylaws of the Florida Corporation.

16. **Amendment.** These Articles and Plan of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by Eric McNeely.

17. **Construction.** Paragraph headings are for conveniences only and are not intended to expand or restrict the scope or substance of the provisions of this document.

IN WITNESS WHEREOF, the undersigned execute these Articles and Plan of Merger on this 13 day of May, 2009.

Tynan Plumbing Fixtures, LLC,  
a South Carolina limited liability company

Tynan Plumbing Fixtures, Inc.,  
a Florida corporation

By: Eric McNeely  
Eric McNeely, managing member

By: Eric McNeely  
Eric McNeely, president

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TALLAHASSEE FLORIDA