

PO9000058339

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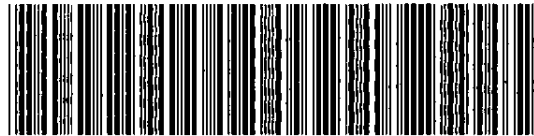
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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BOND, SCHOENECK & KING, PLLC

ATTORNEYS AT LAW ■ NEW YORK FLORIDA KANSAS

DENNIS C. BROWN
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Fax: (239) 659-3812
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December 23, 2009

VIA FEDERAL EXPRESS

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

Re: *Articles of Merger/ Plan of Merger*
Naples Fire Sprinkler, Inc. (a Florida corporation – Document #P97000048525)
Naples Fire Protection, Inc. (a Florida corporation – Document #P09000058339)

Enclosed please find Articles of Merger and Plan of Merger which merge Naples Fire Sprinkler, Inc. with and into Naples Fire Protection, Inc. Please file the Articles of Merger. We have enclosed a check in the amount of \$78.75 payable to the "Florida Department of State" to cover the applicable filing fees and certified copy.

Once the document is filed, please forward a certified copy of the filed Articles of Merger and all other documentation confirming and relating to this filing to our office. We have enclosed a copy of the Articles of Merger for your convenience.

We appreciate your assistance in this matter. If you have any questions, please feel free to contact our office.

Best regards,

BOND, SCHOENECK & KING, PLLC

Dennis C. Brown

DCB/ack
Enclosures

cc: Robert A. DiModica

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NAPLES FIRE SPRINKLER, INC.
WITH AND INTO
NAPLES FIRE PROTECTION, INC.

The following Articles of Merger (these "Articles"), are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101, 607.1103, and 607.1105, Florida Statutes:

1. The name, jurisdiction, and document number of the merging corporation is as follows:

<u>Name of Merging Corporation</u>	<u>Jurisdiction</u>	<u>Document Number</u>
NAPLES FIRE SPRINKLER, INC.	Florida	P97000048525

2. The name, jurisdiction, and document number of the surviving corporation is as follows:

<u>Name of Surviving Corporation</u>	<u>Jurisdiction</u>	<u>Document Number</u>
NAPLES FIRE PROTECTION, INC.	Florida	P09000058339

3. The Plan of Merger setting forth the terms and conditions of the merger is attached to these Articles and incorporated herein by reference.

4. The merger shall be effective on the later of December 31, 2009, or on the date the Articles of Merger are filed with the Florida Secretary of State.

5. The Plan of Merger was unanimously approved and adopted by the sole Director and Shareholder of the surviving corporation on December 14, 2009.

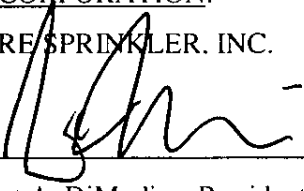
6. The Plan of Merger was unanimously approved and adopted by the sole Director and Shareholder of the merging corporation on December 14, 2009.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be executed as of December 14, 2009.

MERGING CORPORATION:

NAPLES FIRE SPRINKLER, INC.

By: _____


Robert A. DiModica, President

SURVIVING CORPORATION:

NAPLES FIRE PROTECTION, INC.

By: _____


Robert A. DiModica, President

PLAN OF MERGER
OF
NAPLES FIRE SPRINKLER, INC.
WITH AND INTO
NAPLES FIRE PROTECTION, INC.

This Plan of Merger of NAPLES FIRE SPRINKLER, INC. (the "Merging Corporation"), with and into NAPLES FIRE PROTECTION, INC. (the "Surviving Corporation"), is made pursuant to Section 607.1101 of the Florida Statutes, and Section 368(a)(1)(A) of the Internal Revenue Code, and is adopted as follows:

1. The name of each corporation planning to merge is:
 - (i) NAPLES FIRE SPRINKLER, INC., a Florida corporation; and
 - (ii) NAPLES FIRE PROTECTION, INC., a Florida corporation.

The Surviving Corporation shall be NAPLES FIRE PROTECTION, INC., a Florida corporation.

2. As to each corporation, the designation and number of authorized and outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Authorized Shares</u>	<u>Class and Par Value</u>	<u>Outstanding Shares</u>
NAPLES FIRE SPRINKLER, INC.	1,000	Voting common, \$.001 par value	520
NAPLES FIRE PROTECTION, INC.	100	Voting common, \$.01 par value	52

3. Upon filing of the Articles of Merger with the Florida Department of State, all of the issued and outstanding shares of NAPLES FIRE SPRINKLER, INC. shall be canceled without consideration. The shares of NAPLES FIRE PROTECTION, INC., the Surviving Corporation, shall remain as issued. The Surviving Corporation will not issue new shares as a result of the merger because the sole shareholder of both the Merging Corporation and Surviving

Corporation are the same individual. The ownership of the Surviving Corporation shall remain as follows:

<u>Shareholder</u>	<u>Number of Shares Owned</u>	<u>Percentage of Issued/Outstanding</u>
Robert A. DiModica	52	100%

4. The effective date of the merger shall be the later of December 31, 2009, or the date these Articles are filed with the Florida Secretary State.

5. The foregoing Plan of Merger was duly and unanimously adopted by the sole Director and Shareholder of NAPLES FIRE SPRINKLER, INC. by written consent in lieu of a Special Meeting dated December 14, 2009, and by the sole Director and Shareholder of NAPLES FIRE PROTECTION, INC. by written consent in lieu of a Special Meeting dated December 14, 2009.

IN WITNESS WHEREOF, this Plan of Merger was executed this 14 day of December, 2009.

NAPLES FIRE SPRINKLER, INC.

By: _____

Robert A. DiModica, President

NAPLES FIRE PROTECTION, INC.

By: _____

Robert A. DiModica, President