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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**BBM Clearing & Grading Contractors, Inc.**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Merger @ 2.15.04

**ARTICLES OF MERGER OF  
BBM MERGER CORP. WITH AND INTO  
BBM CLEARING & GRADING CONTRACTORS, INC.**

Pursuant to the provisions of Section 607.1103 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of BBM Merger Corp., a Florida corporation ("Merger Corp."), with and into BBM Clearing & Grading Contractors, Inc., a Florida corporation ("BBM"), with BBM being the surviving corporation, is set forth below:

A. Merger Corp. shall merge with and into BBM, with BBM as the surviving corporation.

B. The effect of the Merger shall be as provided in the Florida Business Corporation Act. Except as herein specifically set forth, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of BBM shall continue unaffected and unimpaired by the Merger and the corporate franchises, existence and rights of Merger Corp. shall be merged with and into BBM, and BBM, as the Surviving Corporation, shall be fully vested therewith. At the effective time of the Merger (the "Effective Time"), the separate existence of Merger Corp. shall cease and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public, as well as of a private nature, and all property, real, personal and mixed, and all debts due and all taxes, including those due and owing and those accrued, and all other choses in action, and all and every other interest of or belonging to or due to Merger Corp. and BBM shall be taken and deemed to be transferred to, and vested in, the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of Merger Corp. and BBM; and the title to any real estate, or interest therein, whether by deed or otherwise, under the laws of the State of Florida vested in Merger Corp. and BBM, shall not revert or be in any way impaired by reason of the Merger. Except as otherwise provided herein, the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of Merger Corp. and BBM and any claim existing, or action or proceeding pending, by or against Merger Corp. or BBM may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in their place. Neither the rights of creditors nor any liens upon the property of Merger Corp. or BBM shall be impaired by the Merger, and all debts, liabilities and duties of Merger Corp. and BBM shall attach to the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

C. The manner and basis of converting the shares of BBM and Merger Corp. into shares of the Surviving Corporation are as follows:

(i) As of the Effective Time, each share of BBM stock issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, automatically shall be converted into the right to

receive in the aggregate 1 share of The Briar Corporation, a Florida corporation ("Briar") and the sole shareholder of Merger Corp., and

(ii) As of the Effective Time, each outstanding share of Merger Corp. common stock issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, automatically shall be converted into a share of the Surviving Corporation.

D. The Articles of Incorporation and Bylaws of BBM in effect at the time of the merger shall remain unchanged as a result of the Merger and shall continue as the Articles of Incorporation and Bylaws of the Surviving Corporation.

E. The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

#### ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholder and the director of (i) Merger Corp. by joint written consent dated February 10, 2006, and (ii) BBM by joint written consent dated February 10, 2006.

#### ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 14<sup>th</sup> day of February, 2006.

[SIGNATURE PAGE FOLLOWS]

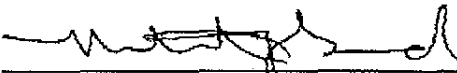
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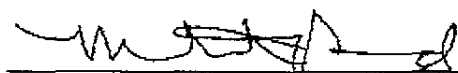
MERGER CORP.

BBM

BBM MERGER CORP.

BBM CLEARING & GRADING  
CONTRACTORS, INC.

By:   
Printed Name: MICHAEL GOOD  
Title: PRESIDENT

By:   
Printed Name: MICHAEL GOOD  
Title: PRESIDENT