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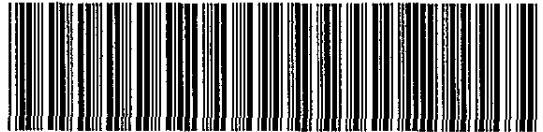
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: AMERDAWS INVESTMENTS INC.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Wayne H. Miller, Esq.  
(Name of person)

Mombach, Boyle & Hardin, P.A.  
(Name of firm/company)

500 East Broward Boulevard, Suite 1950  
(Address)

Ft. Lauderdale, Florida 33394  
(City/state and zip code)

For further information concerning this matter, please call:

Wayne Miller at (954) 467-2200

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**OF**

**MULLIGAN PROPERTIES, INC.**  
**(a Florida Corporation)**

**INTO**

**AMERDAWS INVESTMENTS INC.**  
**(a Minnesota Corporation)**

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Pursuant to Section 302A.621 of Chapter 302A of the Minnesota Business Corporations Act, **AMERDAWS INVESTMENTS INC.**, a Minnesota corporation (the "Surviving Corporation") and **MULLIGAN PROPERTIES, INC.**, a Florida corporation (the "Merging Corporation", and, together with Surviving Corporation the "Constituent Corporations"), hereby adopt the following Articles of Merger.

**FIRST:** The names of the corporations participating in the merger and the states under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Merging corporation: Mulligan Properties, Inc.	Florida
Surviving corporation: Amerdaws Investments Inc.	Minnesota

**SECOND:** The name of the surviving corporation shall be **AMERDAWS INVESTMENTS INC.**

**THIRD:** The shareholders of record of the Constituent Corporations waived delivery of the Agreement of Merger and Plan of Merger. Pursuant to and in accordance with such waiver, no mailing was made to the shareholders of the Constituent Corporations.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** These Articles of Merger and the merger as set forth in the Plan of Merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations as of the \_\_\_ day of December, 2004 in accordance with the requirements of Section 302A.621 of Chapter 302A of the Minnesota Business Corporations Act *and Section 607-1105 of Florida statutes.*

**SIXTH:** The Plan of Merger was adopted by the shareholders of the surviving corporation on December 8, 2004.

**SEVENTH:** The Plan of Merger was adopted by the shareholders of the merging corporation on December 8, 2004.


**EIGHTH:** The Surviving Corporation has operated as a Minnesota corporation and after the merger, shall continue to remain a Minnesota corporation.

**IN WITNESS WHEREOF** the undersigned have caused these Articles of Merger to be executed as of this 8th day of December, 2004.

MULLIGAN PROPERTIES, INC.

By   
Dennis LeBlanc, Vice President

AMERDAWS INVESTMENTS INC.

By   
Dennis LeBlanc, Vice President and  
General Manager

**Exhibit A**

**PLAN OF MERGER**

**THIS PLAN OF MERGER** dated December 15, 2004 by and between AMERDAWS INVESTMENTS INC. ("AMERDAWS"), a Minnesota corporation and MULLIGAN PROPERTIES, INC. ("MULLIGAN"), a Florida corporation.

**WITNESSETH**

WHEREAS, AMERDAWS is a corporation duly organized and existing under the laws of the State of Minnesota, having been incorporated on January 10, 1990, and having an authorized capital stock of 25,000 shares of common stock, no par value and 10,000 preferred shares, \$1,000 per share par value (the "AMERDAWS Stock"), of which 1,000 common shares and 265 preferred shares are issued and outstanding, and the holder of all such shares is entitled to vote on this Plan of Merger; and

WHEREAS, MULLIGAN is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on August 30, 1994, and having an authorized capital stock of 7,500 shares of common stock with a par value of \$1.00 per share (the "MULLIGAN Common Stock"), of which 2,827 shares are issued and outstanding and the holder of all such shares is entitled to vote on this Plan of Merger; and

WHEREAS, the Board of Directors and Shareholders of AMERDAWS and MULLIGAN deem it advisable and in the best interests of MULLIGAN that it be merged with and into AMERDAWS as the Surviving Corporation as authorized by the statutes of the State of Minnesota and the State of Florida pursuant to the terms and conditions thereafter set forth (the "Merger"), and for the shares of capital stock of MULLIGAN issued and outstanding at the Effective Date (as hereinafter defined) to be converted into shares of preferred stock of AMERDAWS, \$1,000 per share par value and each such Board of Directors has duly approved this Plan of Merger (this "Plan"); and

WHEREAS, the Board of Directors and the Shareholders of AMERDAWS and MULLIGAN have entered into an Agreement of Merger ("Merger Agreement") dated this date setting forth certain representations, warranties and covenants in connection with said merger; and

WHEREAS, the parties intend that the Merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the promises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of the Merger, the mode of carrying the same into effect, the manner and basis of converting the shares of MULLIGAN into shares of AMERDAWS and such other

details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval of adoption of this Plan by the requisite vote of the Shareholders of MULLIGAN and AMERDAWS, and subject to the conditions hereinafter set forth, as follows:

ARTICLE 1  
MERGER AND NAME OF SURVIVING CORPORATION

Section 1.1 At the Effective Date, as hereinafter defined, MULLIGAN shall be merged with and into AMERDAWS, which is hereby designated as the "Surviving Corporation." AMERDAWS shall continue its corporate existence as a Minnesota corporation to be governed by the laws of the State of Minnesota, which shall be named AMERDAWS INVESTMENTS INC." and which shall maintain a registered office in the State of Minnesota.

ARTICLE 2  
TERMS AND CONDITIONS OF MERGER

Section 2.1 The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) At the Effective Date:

(1) The constituent entities shall be a single corporation, which shall be AMERDAWS, the corporation designated herein as the Surviving Corporation;

(2) The separate existence of MULLIGAN shall cease.

(3) AMERDAWS shall thereupon and thereafter possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of MULLIGAN; and all singular, the rights, privileges, powers and franchises of MULLIGAN, and all property real, personal and mixed, such as accounts receivable, equipment, tools, and supplies and all debts due to MULLIGAN, on whatever account, as well for stock subscriptions as all other things in action or belonging to MULLIGAN shall be vested in AMERDAWS; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of AMERDAWS as they were of MULLIGAN, and the title to any real estate vested by deed or otherwise in MULLIGAN shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any impaired, and all debts, liabilities, and duties of MULLIGAN shall thenceforth attach to AMERDAWS and may be

enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by it, unless otherwise agreed upon by creditors of MULLIGAN. Any action or proceeding whether civil, criminal or administrative, pending by or against MULLIGAN shall be prosecuted as if the merger had not taken place, or AMERDAWS may be substituted in such action or proceeding.

(4) All corporate acts, plans, policies, contracts, approvals and authorizations of MULLIGAN and its shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of AMERDAWS and shall be as effective and binding thereon as the same were with respect to MULLIGAN.

(5) The assets, liabilities, reserves and accounts of MULLIGAN shall be recorded on the books of AMERDAWS at the amounts at which they, respectively, shall then be carried on the books subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the Merger.

Section 2.2 The board of directors of AMERDAWS as of the Effective Date shall be:

David Perlin  
Aldo Buset

Section 2.3 The officers of AMERDAWS as of the Effective Date shall be:

Robert D. Keenan	President
Aldo Buset	Vice President, Secretary/Treasurer
David Perlin	Vice President
Dennis LeBlanc	Vice President

### ARTICLE 3

#### MANNER AND BASIS OF CONVERTING SHARES AND RELATED PROVISIONS

Section 3.1 The manner and basis of converting the issued and outstanding shares of MULLIGAN into shares of AMERDAWS and mode of carrying the merger into effect are as follows:

(a) Each share of MULLIGAN Common Stock outstanding at the Effective Date shall be converted into one (1) preferred share of AMERDAWS Stock (the

Surviving Corporation) without any action on the part of the holder thereof. After the Effective Date, each holder of an outstanding certificate or certificates which, prior thereto, represented shares of MULLIGAN Common Stock shall be entitled, upon surrender thereof to receive in exchange a certificate or certificates representing the number of whole preferred shares of AMERDAWS Stock into or for which his shares have been converted or exchanged;

(b) All shares of AMERDAWS Stock into which shares of MULLIGAN Common Stock shall have been converted pursuant to this Article 3 shall be issued in full satisfaction of all rights pertaining to such converted shares.

#### ARTICLE 4 ARTICLES OF INCORPORATION AND BYLAWS

Section 4.1 The Articles of Incorporation of AMERDAWS as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law.

Section 4.2 The Bylaws of AMERDAWS as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the Bylaws of the Surviving Corporation until amended in the manner provided by law.

#### ARTICLE 5 OTHER PROVISIONS WITH RESPECT TO MERGER

Section 5.1 This Plan of Merger shall be submitted to the Shareholders of AMERDAWS and MULLIGAN as provided by the applicable laws of the State of Minnesota and the State of Florida. After approval or adoption thereof by the Shareholders of each corporation in accordance with the requirements of the laws of the State of Minnesota and the State of Florida, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of the State of Minnesota.

Section 5.2 This Plan of Merger may be terminated at any time prior to the Effective Date, whether before or after action thereon by the Shareholders of AMERDAWS or MULLIGAN, or by mutual consent of AMERDAWS and MULLIGAN, expressed by action of their respective Boards of Directors.



ARTICLE 6  
APPROVAL AND EFFECTIVE TIME OF THE MERGER

Section 6.1 The merger shall become effective when all the following actions have been taken:

(1) This Plan shall be adopted and approved on behalf of AMERDAWS and MULLIGAN in accordance with the Minnesota Business Corporation Act ("MBCA") and the Florida Business Corporation Act ("FBCA"); and

(2) Articles of Merger (with this Plan attached as part thereof), setting forth the information required by, and executed and verified in accordance with, the MBCA and FBCA, shall be filed in the offices of the Secretary of State of the State of Minnesota and the Secretary of State of the State of Florida (the particular time and date at which such filing shall be accomplished being herein referred to as the "Effective Date").

Section 6.2 For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

Section 6.3 This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Minnesota and the State of Florida.

Section 6.4 This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

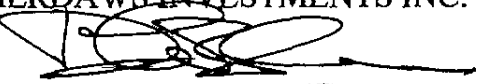
Section 6.5 The invalidity of any provision of this Plan or portion of a provision shall not affect the validity of any other provision of this Plan or the remaining portion of the applicable provision.

Section 6.6 The headings contained in this Plan are for reference only and shall not affect the meaning or interpretation of this Plan.

8th IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this day of December, 2004.

AMERDAWS INVESTMENTS INC.


By



Dennis LeBlanc, Vice President and  
General Manager

MULLIGAN PROPERTIES, INC.

By



Dennis LeBlanc, Vice President