

P95000007553

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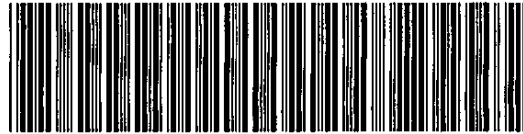
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** D & J of Naples, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

David G. Budd, Esquire

(Contact Person)

Budd Law Offices

(Firm/Company)

3033 Riviera Drive, Suite 201

(Address)

Naples, FL 34103

(City/State and Zip Code)

For further information concerning this matter, please call:

David G. Budd, Esquire

(Name of Contact Person)

At ( 239 ) 263-7700

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

## **ARTICLES OF MERGER**

**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act; pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

| <u>Name</u>           | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|-----------------------|---------------------|--|
| D & J of Naples, Inc. | Florida             | P95000007553                                     |

**Second:** The name and jurisdiction of each merging corporation:

| <u>Name</u>                       | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|-----------------------------------|---------------------|--|
| D & J Architectural Precast, Inc. | Florida             | P03000007794                                     |
| _____                             | _____               | _____  |
| _____                             | _____               | _____  |
| _____                             | _____               | _____  |
| _____                             | _____               | _____  |

**Third:** The Plan of Merger is attached.

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

**OR** \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 11/2/94.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11/2/94.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleD & J of Naples, Inc.*James V Gargiulo*James Gargiulo, PresidentD & J Architectural Precast, Inc.*James V Gargiulo*James Gargiulo, President

## PLAN OF MERGER

This Plan of Merger (the "Plan"), dated November 2, 2004, is adopted by and between D&J Architectural Precast, Inc., a Florida corporation (referred to hereinafter as either "Architectural Precast" or "absorbed corporation") and D&J of Naples, Inc., a Florida corporation (referred to hereinafter as either "D&J of Naples" or the "surviving corporation") and is submitted in compliance with Section 607.1101, *et seq.*, of the Florida Business Corporation Act.

### RECITALS

A. Architectural Precast is a corporation organized and existing under the laws of the State of Florida, with its principal office at 11238 Five Oaks Lane, Naples, Florida, with two hundred (200) shares of common stock outstanding, one hundred (100) of which are owned by Dennis DiDonna and one hundred (100) of which are owned by Five Oaks Development, LLC.

B. D&J of Naples is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3517 Dora Street, Fort Myers, Florida, with one thousand (1,000) shares of common stock outstanding, all of which are owned by Architectural Precast.

C. The function of Architectural Precast has been to act as a holding company for the shares of its wholly-owned subsidiary, D&J of Naples, Inc.; it has no other business operations.

D. The Board of Directors of each constituent corporation deems it advisable, and in the best interest of the respective corporations and the shareholders, that this Plan be approved and adopted.

In consideration of the mutual covenants, and subject to the terms and conditions set forth hereafter, the constituent corporations agree as follows:

**Section One. Merger.** Architectural Precast shall merge with and into D&J of Naples, and D&J of Naples shall be the surviving corporation.

**Section Two. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

Each shareholder of Architectural Precast shall exchange his or its entire shares therein for one hundred (100) shares of common stock of D&J of Naples. After the exchange, the two (2) shareholders of Architectural Precast shall become the only shareholders of D&J of Naples, with each owning one hundred (100) shares of common stock.

**Section Four. Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger as amended and changed as follows:

## ARTICLE I

### Corporate Name and Address

The name of the Corporation shall be D&J Architectural Precast, Inc. (the "Corporation") and the street address of the Corporation shall be 3517 Dora Street, Fort Myers, Florida 33916.

**Section Five. Changes in Bylaws.** The surviving corporation shall and hereby does adopt the bylaws of the absorbed corporation to be its bylaws following the effective date of the merger.

**Section Six. Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section Seven. Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held at such time as the boards of directors of the constituent corporations may agree.

**Section Eight. Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

**Section Nine. Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation; or

(b) If, in the judgement of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

**Section Ten. Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

"ABSORBED CORPORATION"  
D&J ARCHITECTURAL PRECAST, INC.  
A Florida Corporation

By: \_\_\_\_\_

  
Dennis DiDonna, President

"SURVIVING CORPORATION"  
D&J OF NAPLES, INC.,  
A Florida Corporation

By: \_\_\_\_\_

  
James v. Gargiulo, Secretary/Treasurer