



P95000051035

ACCOUNT NO. : 072100000032

REFERENCE : 555695 80640A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 96.25

ORDER DATE : December 28, 2001

ORDER TIME : 11:34 AM

ORDER NO. : 555695-015

CUSTOMER NO: 80640A

CUSTOMER: David D. Hallock, Jr., Esq
Gray Harris Robinson
One Lake Morton Drive

Lakeland, FL 33801

ARTICLES OF MERGER

YTONG FLORIDA, LTD.

INTO

AAC MARKETING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS:

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFICIENT FILE
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TALLAHASSEE, FLORIDA
DIVISION OF STATE
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

YTONG FLORIDA, LTD. (A95000001186), A FLORIDA LIMITED
PARTNERSHIP

INTO

AAC MARKETING, INC., a Florida entity, P9500005103

File date: December 28, 2001, effective January 1, 2002

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 96.25

EFFECTIVE DATE
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
YTONG FLORIDA, LTD.
INTO
AAC MARKETING, INC.

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P95000051035

1. YTONG FLORIDA, LTD. (Document Number A95000001186), a Florida limited liability partnership, and AAC MARKETING, INC. (Document Number P95000051035), a Florida corporation, are parties to a merger, with AAC MARKETING, INC. being the Surviving Corporation.

2. A true and complete copy of the Plan of Merger is attached hereto as Exhibit "A."

3. No change in the Articles of Incorporation of AAC MARKETING, INC., being the Surviving Corporation, shall be effected by the merger.

4. The date on which the merger shall be effective (referred to in the Plan of Merger as the "Effective Time") beginning at 12:01 a.m., January 1, 2002.

5. The dates of the adoption and approval of the Plan of Merger by the partners of YTONG FLORIDA, LTD. and by the shareholders of AAC MARKETING, INC. are as follows:

Name of Corporation

Date

YTONG FLORIDA, LTD.

December 27, 2001

AAC MARKETING, INC.

December 27, 2001

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TALLAHASSEE, FLORIDA
EFFECTIVE DATE
11/1/02

6. AAC MARKETING, INC. has 1,000 shares of voting common stock outstanding.

7. YTONG FLORIDA, LTD. has a sole one percent (1%) general partner, which is AAC MARKETING, INC., and a sole ninety-nine percent (99%) limited partner, with both the general partner and the limited partner required to vote in favor of the merger.

8. As to AAC MARKETING, INC., the total number of shares voting for and against the Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
AAC MARKETING, INC.	1,000	0

9. As to YTONG FLORIDA, LTD., its sole general partner and sole limited partner voted for and not against the Plan of Merger

IN WITNESS WHEREOF, YTONG FLORIDA, LTD., has caused these Articles of Merger to be executed by its undersigned officer duly authorized of its sole general partner, this 27 day of December, 2001.

YTONG FLORIDA, LTD., a
Florida limited liability partnership

By its General Partner:
AAC MARKETING, INC., a
Florida corporation

By: William V. Abbate
William V. Abbate, President

IN WITNESS WHEREOF, AAC MARKETING, INC., has caused these Articles of Merger to be executed by its undersigned officer duly authorized this 27 day of December, 2001.

AAC MARKETING, INC., a
Florida corporation

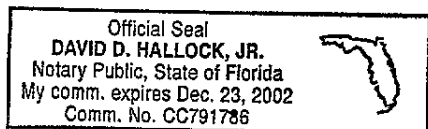
By: William V. Abbate
William V. Abbate, President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 27th day of December, 2001, by William V. Abbate, being the President of AAC MARKETING, INC., a Florida corporation, on behalf of the Corporation, as general partner of YTONG FLORIDA, LTD. Such person did not take an oath and:

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

(AFFIX NOTARY SEAL)



David D. Hallock, Jr.
Signature of Notary Public
Name of Notary Public
(Typed, Printed or Stamped)
Commission Number (if not legible on seal): _____
My Commission Expires (if not legible on seal): _____

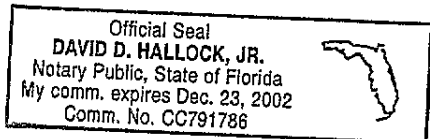
STATE OF FLORIDA
COUNTY OF POLK

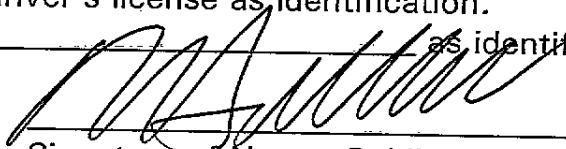
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this _____
of December, 2001, by William V. Abbate, being the President of
MARKETING, INC., a Florida corporation, on behalf of the Corporation. Such
person did not take an oath and:

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

(AFFIX NOTARY SEAL)





Signature of Notary Public
David D. Hallock, Jr.

Name of Notary Public
(Typed, Printed or Stamped)
Commission Number (if not legible on seal): _____
My Commission Expires (if not legible on seal): _____

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PLAN OF MERGER

I. Entities Proposing to Merge and the Surviving Corporation

(a) The Entities proposing to merge are YTONG FLORIDA, LTD., a Florida limited liability partnership, and AAC MARKETING, INC., a Florida corporation.

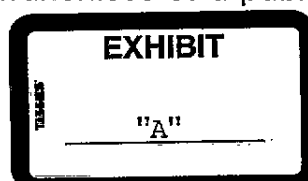
(b) As of the Effective Time of the merger as specified in the Articles of Merger (referred to herein as the "Effective Time"), YTONG FLORIDA, LTD. shall be merged into AAC MARKETING, INC. in accordance with the applicable laws of the State of Florida and the terms and provisions of this Plan of Merger. AAC MARKETING, INC. shall be the surviving corporation (referred to herein as the "Surviving Corporation").

(c) AAC MARKETING, INC. is a Florida corporation organized and existing under Chapter 607, Florida Statutes, or the predecessor to Chapter 607, Florida Statutes. AAC MARKETING, INC. is the sole general partner of YTONG FLORIDA, LTD.

(d) YTONG FLORIDA, LTD. is a Florida limited partnership organized and existing under the Chapter 620, Florida Statutes, or the predecessor to Chapter 620, Florida Statutes.

II. Terms and Conditions of the Proposed Merger

(a) The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises of a public as well as of a private nature



of AAC MARKETING, INC. shall continue unaffected and unimpaired by the merger.

(b) As of the Effective Time, the separate existence of YTONG FLORIDA, LTD. shall cease (except to the extent continued by law), and all of the properties (both real and personal), rights, powers, privileges, immunities and franchises, of whatever nature and description, of a public as well as of a private nature, of YTONG FLORIDA, LTD., shall be transferred to, vest in and evolve upon AAC MARKETING, INC., as the Surviving Corporation, without further act or deed.

(c) From and after the Effective Time, AAC MARKETING, INC., as the Surviving Corporation, shall be responsible and liable for all of the debts, liabilities and obligations of YTONG FLORIDA, LTD., to the extent required by law; and any claim existing and any action or proceeding pending by or against YTONG FLORIDA, LTD., may be prosecuted as if the merger had not taken place or, alternatively, AAC MARKETING, INC., as the Surviving Corporation, may be substituted in the place of YTONG FLORIDA, LTD.

(d) If, at any time, AAC MARKETING, INC., as the Surviving Corporation, shall consider or be advised that any further actions are necessary or desirable to vest, protect or confirm, of record or otherwise, in AAC MARKETING, INC., as the Surviving Corporation, the title to any properties

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(both real and personal), powers, rights, privileges, immunities or franchises of YTONG FLORIDA, LTD. acquired by reason of the merger, or otherwise to carry out the provisions hereof, the last acting officers of YTONG FLORIDA, LTD., or, alternatively, the corresponding officers of AAC MARKETING, INC., as the Surviving Corporation, shall execute and deliver such confirmatory conveyance documents and like instruments, and shall take all such other actions, as shall be deemed necessary or desirable to vest, perfect or confirm title to all of such properties (both real and personal), powers, rights, privileges, immunities and franchises of YTONG FLORIDA, LTD. in AAC MARKETING, INC., as the Surviving Corporation, and otherwise to carry out the intent hereof.

III. Manner and Basis of Converting the Partnership Interests of YTONG FLORIDA, LTD. into Shares of the Surviving Corporation.

(a) The partnership interests of YTONG FLORIDA, LTD. consist of a one percent (1%) general partnership interest (referred to herein as the "General Partnership Interest") and a ninety-nine percent (99%) limited partnership interest (referred to herein as the "Limited Partnership Interest"), of which all of the General Partnership Interest and Limited Partnership Interest are held by its sole general partner and sole limited partner, respectively. The authorized stock of AAC MARKETING, INC. consists of voting common stock

(referred to herein as the "Surviving Corporation's Stock"), of which One Thousand (1,000) shares are presently issued and outstanding.

(b) As of the Effective Time, the General Partnership Interest, owned by AAC MARKETING, INC. as the sole general partner of YTONG FLORIDA, LTD., shall be extinguished and the Limited Partnership Interest shall be converted into and become One Thousand (1,000) shares of the Surviving Corporation's Stock. None of the outstanding shares of the Surviving Corporation's Stock shall be changed or converted as a result of the merger.

As of the Effective Time, the authorized shares of the Surviving Corporation's Stock shall be the authorized shares of the capital stock of the Surviving Corporation.

As a result of the foregoing, as of the Effective Time, the Limited Partnership Interest of YTONG FLORIDA, LTD. shall be converted into and become One Thousand (1,000) shares of the Surviving Corporation's Stock, and the One Thousand (1,000) shares of the Surviving Corporation's Stock which are presently outstanding shall continue to be outstanding and automatically shall be deemed outstanding shares of the Surviving Corporation's Stock.

As soon as practicable after the Effective Time, the general partner and limited partner of YTONG FLORIDA, LTD. shall surrender their respective

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certificates representing each such partner's respective one percent (1%) General Partnership Interest and ninety-nine percent (99%) Limited Partnership Interest. The General Partnership Interest held by AAC MARKETING, as the sole general partner of YTONG FLORIDA, LTD., shall be extinguished as of the Effective Time. YTONG FLORIDA, LTD.'s sole limited partner shall receive a certificate evidencing One Thousand (1,000) shares of the Surviving Corporation's stock.

IV. Articles of Incorporation, Bylaws and Directors of the Surviving Corporation.

(a) Articles of Incorporation. No change to the Articles of Incorporation of AAC MARKETING, INC., being the Surviving Corporation, shall be effected by the merger, and the Articles of Incorporation of AAC MARKETING, INC., as heretofore amended, in the form presently on file with the office of the Florida Secretary of State, shall, on and after the Effective Time constitute the Articles of Incorporation of the Surviving Corporation, unless and until thereafter amended in accordance with the provisions thereof.

(b) Bylaws. On and after the Effective Time, the Bylaws of AAC MARKETING, INC., in their present form, shall be the Bylaws of the Surviving Corporation unless and until such Bylaws shall be altered, amended or repealed,

or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws.

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(c) Directors. As of the Effective Time, each current director of AAC MARKETING, INC. shall become the Directors of the Surviving Corporation and shall serve as such until their respective successors are duly elected and have qualified.

V. Other Provisions.

(a) Abandonment of Merger. This Plan of Merger may be abandoned by the mutual consent of YTONG FLORIDA, LTD. and AAC MARKETING, INC., acting each by its General Partner or its Board of Directors, respectively, at any time before the Effective Time.

(b) Purpose. The purpose of the statutory merger contemplated by this Plan of Merger is to accomplish a merger of YTONG FLORIDA, LTD. into AAC MARKETING, INC., as the Surviving Corporation, pursuant to the applicable provisions of Chapter 607 and 620, Florida Statutes, as amended.