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**MERGER OR SHARE EXCHANGE**

**ESI Doewell GP, LLC**

Certificate of Status	0
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## ARTICLES OF MERGER

of

ESI Doswell GP, Inc.  
A Florida corporation,

996-82914

with and into

ESI Doswell GP, LLC,  
a Delaware limited liability company

Pursuant to the provisions of Section 608.1109 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. ESI Doswell GP, Inc., a Florida corporation ("ESI Doswell"), shall be merged with and into ESI Doswell GP, LLC, a Delaware limited liability company ("ESI Doswell LLC"), which shall be the surviving limited liability company in the merger.

2. The Plan of Merger dated as of December 30, 2004 (the "Plan of Merger") was approved (i) by ESI Doswell in accordance with the applicable provisions of the Florida Business Corporation Act and (ii) by ESI Doswell LLC in accordance with the applicable provisions of the Delaware Limited Liability Company Act. The Plan of Merger is attached to these Articles of Merger as Exhibit A.

3. The merger shall be effective as of December 30, 2004.

4. The address of the principal office of ESI Doswell LLC is 700 Universe Boulevard, Juno Beach, Florida 33408.

5. ESI Doswell LLC is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of ESI Doswell.

6. ESI Doswell LLC has agreed to pay promptly to the dissenting shareholders of ESI Doswell the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

[SIGNATURES ON NEXT PAGE.]

EFFECTIVE DATE  
12/30/04

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of ESI Doswell and ESI Doswell LLC as of December 30, 2004.

ESIDOSWELL GP, Inc.

By: Charles S. Schultz  
Name: Charles S. Schultz  
Title: \_\_\_\_\_

ESIDOSWELL GP, LLC

By: Charles S. Schultz  
Name: Charles S. Schultz  
Title: \_\_\_\_\_

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**EXHIBIT A**

**PLAN OF MERGER  
of  
ESI DOSWELL GP, Inc.,  
a Florida corporation,  
with and into  
ESI DOSWELL GP, LLC,  
A Delaware limited liability company**

This Plan of Merger (the "Plan") is dated as of December 30, 2004, between ESI Doswell GP, Inc. a corporation organized and existing under the laws of the State of Florida ("ESI Doswell"), and ESI Doswell GP, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("ESI Doswell LLC").

**Recitals**

A. Section 607.1108 of the Florida Business Corporation Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"), the Articles of Incorporation and Bylaws of ESI Doswell and the Certificate of Formation and Limited Liability Company Agreement of ESI Doswell LLC permit the merger of ESI Doswell with and into ESI Doswell LLC (the "Merger"), which shall be the surviving entity in the Merger.

B. The Board of Directors of ESI Doswell has determined that it is advisable and to the advantage and welfare of ESI Doswell that the Merger be consummated on the terms set forth in this Plan.

C. The Plan was approved and adopted by (i) the shareholders of ESI Doswell on December 30, 2004, and (ii) the sole member of ESI Doswell LLC on December 30, 2004.

D. ESI Doswell and ESI Doswell LLC intend that the Merger constitute an exchange described in Section 721 of the Internal Revenue Code of 1986, as amended (the "Code"), and a complete liquidation of ESI Doswell pursuant to Section 332 of the Code.

**Plan**

1. **Management after the Merger.** At the Effective Time (as defined below), ESI Doswell LLC, as the surviving entity, shall be managed by the members of ESI Doswell LLC whose address is 700 Universe Boulevard, Juno Beach, Florida 33408.

1A. **Existence of the Surviving Company.** Upon the filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Time"), ESI Doswell shall

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be merged with and into ESI Doswell LLC, and ESI Doswell LLC shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights and immunities of ESI Doswell LLC shall continue unaffected and unimpaired by the Merger. The identity, existence, purposes, powers, franchises, rights and immunities of ESI Doswell shall be merged with and into ESI Doswell LLC, and the separate existence of ESI Doswell, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger.

2. Conversion of Interests. The manner and basis of converting the interests of each of ESI Doswell and ESI Doswell LLC shall be as follows:

(a) all interests of ESI Doswell (the "ESI Doswell Interests") that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

(b) the holders of the ESI Doswell Interests shall cease to have any rights with respect to the ESI Doswell Interests; and

(c) the interests of ESI Doswell LLC issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

3. Payments to Dissenting Shareholders. ESI Doswell LLC agrees to pay promptly to the dissenting shareholders of ESI Doswell the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed the day and year first written above.

ESI Doswell GP, Inc.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ESI Doswell GP, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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