

PA1000001880

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

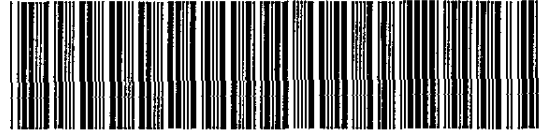
(Business Entity Name)

(Document Number)

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2698-2099

RECEIVED  
02 DEC 27 PM 4:20  
D.F. ... STATE  
TALLAHASSEE, FLORIDA

3217



ACCOUNT NO. : 072100000032

REFERENCE : 873629 5034981

AUTHORIZATION :

*Patricia P. [Signature]*

COST LIMIT : \$ 60.00

ORDER DATE : December 27, 2002

ORDER TIME : 3:50 PM

ORDER NO. : 873629-005

CUSTOMER NO: 5034981

CUSTOMER: Ms. Lisette Luaces  
Watsco, Inc.  
Suite 901  
2665 South Bayshore Drive  
Coconut Grove, FL 33133

ARTICLES OF MERGER

CP DISTRIBUTORS, INC.

INTO

CP DISTRIBUTORS LLC

02 DEC 27 PM 1:40  
RECEIVED  
FALL ARIZONA OFFICE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

CP DISTRIBUTORS, INC., A FLORIDA ENTITY, P97000001880

INTO

CP DISTRIBUTORS LLC, A NON-QUALIFIED DELAWARE ENTITY, entity not  
qualified in Florida.

File date: December 27, 2002

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 60.00

DEC 27 PM 1:10  
FILED

AND  
FILED



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 31, 2002

CSC  
GINGER SIMMONS

SUBJECT: CP DISTRIBUTORS INC.  
Ref. Number: P97000001880

We have received your document for CP DISTRIBUTORS INC. and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

The articles of merger must give the street address of the survivor's principal office in their home jurisdiction.

The articles of merger must reflect that the surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

The articles of merger must reflect that the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 202A00067982

02 FEB 27 11:49

FILED



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 30, 2002

CSC  
GINGER SIMMONS

SUBJECT: CP DISTRIBUTORS INC.  
Ref. Number: P97000001880

We have received your document for CP DISTRIBUTORS INC. and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

You must include the "Articles of Merger".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 602A00067770

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AND  
FILED

Exhibit A

ARTICLES OF MERGER

OF

CP DISTRIBUTORS, INC. PA 7000001880  
(a Florida corporation)

AND

CP DISTRIBUTORS LLC  
(a Delaware limited liability company)

PLAN AND AGREEMENT OF MERGER entered into as of December 31, 2002 by CP Distributors, Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into as of December 31, 2002 by CP Distributors LLC, a limited liability company of the State of Delaware, and approved by resolution adopted by its Board of Managers on said date.

WHEREAS, CP Distributors, Inc. is a business corporation of the State of Florida with its principal office therein located at 1266 S.S. "BAYSHORE DR. #901, COCONUT GROVE, FL 33133; and

WHEREAS, the total number of shares of stock which CP Distributors, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$ 1.00 each; and

WHEREAS, CP Distributors LLC is a limited liability company of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and the principal address is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a limited liability company of another jurisdiction; and

WHEREAS, the Limited Liability Company Act of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a limited liability company of the State of Delaware; and

WHEREAS, CP Distributors, Inc. and CP Distributors LLC and the respective Board of Director and Board of Managers thereof declare it advisable and to the advantage, welfare, and best interests of said corporation and limited liability company and their respective stockholder and members to merge CP Distributors, Inc. with and into CP Distributors LLC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Limited Liability Company Act of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by CP Distributors, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by CP Distributors LLC and approved by a resolution adopted by its Board of Managers, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions

required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. CP Distributors, Inc. and CP Distributors LLC shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Limited Liability Company Act of the State of Delaware, be merged with and into a single limited liability company, to wit, CP Distributors LLC, which shall be the surviving limited liability company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Company", and which shall continue to exist under its present name pursuant to the provisions of the Limited Liability Company Act of the State of Delaware. The separate existence of CP Distributors, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Organization of the Surviving Company as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; such Certificate of Organization shall continue to be the Certificate of Organization of the Surviving Company until amended and changed pursuant to the provisions of the Limited Liability Company Act of the State of Delaware.

3. The present operating agreement of the Surviving Company will be the operating agreement of the Surviving Company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Limited Liability Company Act of the State of Delaware.

4. The managers and officers of the Surviving Company in office at the effective time of the merger shall be the members of the first Board of Managers and the first officers of the Surviving Company, all of whom shall be the managers and officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving Company.

5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, be cancelled. The issued membership interests of the Surviving Company shall not be converted or exchanged in any manner, but each membership interest issued as of the effective date of the merger shall continue to represent one issued membership interest of the Surviving Company.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Company in accordance with the provisions of the Limited Liability Company Act of the State of Delaware, this corporation and limited liability company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the Terminating Corporation and of the Board of Managers of the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

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FILED  
APPROVED  
AND  
FILED

8. The initial managers of the limited liability company shall be:

Barry S. Logan

2665 S. Bayshore Drive  
Suite 901  
Coconut Grove, FL 33133

Ana M. Menendez

2665 S. Bayshore Drive  
Suite 901  
Coconut Grove, FL 33133

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be 11:59 p.m. on December 31, 2002.

10. See below.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 31, 2002.

CP DISTRIBUTORS, INC.

By: 

Barry S. Logan, Vice President

CP DISTRIBUTORS LLC

By: 

Barry S. Logan, Vice President

10. The surviving entity (CP Distributors, Inc.) appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

02 DEC 27 2002  
SECRETARY OF STATE  
FILED  
ALLIANCE



## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CP Distributors, Inc.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CP Distributors LLC	Delaware

**THIRD:** The terms and conditions of the merger are as follows:

See attached sheet

*(Attach additional sheet(s) if necessary)*

APPROVED  
AND  
FILED  
02 DEC 27 PM 1:40  
CLERK OF DISTRICT COURT  
CLASHESSE, FLORIDA

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached sheet

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See attached sheet.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

02 DEC 27 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND  
FILED

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Barry S. Logan  
2665 South Bayshore Drive, Suite 901  
Coconut Grove, Florida 33133

Ana M. Menendez  
2665 South Bayshore Drive, Suite 901  
Coconut Grove, Florida 33133

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached sheet.

**EIGHTH:** Other provisions, if any, relating to the merger:

See attached sheet.

APPROVED  
AND  
FILED  
02 DEC 27 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*

The date the Articles of Merger are filed with Florida Department of State

11:59 P.M. December 31, 2002

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)