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**MERGER OR SHARE EXCHANGE**

**ADVANTIS CONSTRUCTION COMPANY**

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*Merger*

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## ARTICLES OF MERGER

OF

ADVANTIS CONSTRUCTION HOLDINGS, INC.,  
a Delaware Corporation

WITH AND INTO

ADVANTIS CONSTRUCTION COMPANY,  
a Florida Corporation

Pursuant to Section 607.1104 of the Florida Business Corporation Act, Advantis Construction Company, a corporation duly incorporated in the State of Florida (the "**Subsidiary**"), does hereby certify that:

**FIRST:** that Advantis Construction Holdings, Inc. (the "**Parent**") owns 100% of the capital stock of Advantis Construction Company, a corporation duly incorporated in the State of Florida pursuant to the Florida Business Corporation Act, and Parent intends to complete a merger into the same;

**SECOND:** that the laws of the State of Florida permit this merger and Advantis Construction Company has complied with such laws in effecting the merger and the merger of Parent into the Subsidiary has been adopted, approved, certified, executed and acknowledged by the Subsidiary in accordance with Section 607.1104 of the Florida Business Corporation Act and by the Parent in accordance with Section 253 of the Delaware General Corporation Law;

**THIRD:** that the Parent by a resolution of its Board of Directors duly adopted by written consent in lieu of a special meeting of the directors on August 24, 2006, determined to merge itself into the Subsidiary, with the Subsidiary surviving, and approved the Plan of Merger (hereinafter described) and the merger, in accordance with the applicable provisions of the Delaware General Corporation Law;

**FOURTH:** that the Subsidiary by a resolution of its Board of Directors duly adopted by written consent in lieu of a special meeting of the directors on August 24, 2006, determined to merge the Parent into the Subsidiary, with the Subsidiary surviving, and approved the Plan of Merger, and the merger, in accordance with the applicable provisions of the Florida Business Corporation Act;

**FIFTH:** that the Plan of Merger is attached hereto as Exhibit A and was approved by both Parent and Subsidiary and is incorporated herein by reference;

**SIXTH:** that the merger shall become effective on the 31<sup>st</sup> of August, 2006; and

**SEVENTH:** that the unanimous approval of the stockholder of the Parent was obtained by written consent of Advantis Holdings, LLC, the sole stockholder of the Parent on August 24, 2006.

*(signatures follow on the next page)*

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IN WITNESS WHEREOF, said Advantis Construction Company has caused these Articles to be signed by an authorized officer, the 24 day of August, 2006.

ADVANTIS CONSTRUCTION COMPANY,  
a Florida corporation

By:

Name:

Title:

  
Paul Thomas  
SVP

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**Exhibit A**  
**AGREEMENT AND PLAN OF MERGER**

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**AGREEMENT AND PLAN OF MERGER  
OF  
ADVANTIS CONSTRUCTION HOLDINGS, INC.,  
a Delaware corporation  
and  
ADVANTIS CONSTRUCTION COMPANY  
a Florida corporation**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of August 24, 2006, by and between ADVANTIS CONSTRUCTION HOLDINGS, INC., a Delaware corporation (sometimes "*PARENT*"), and ADVANTIS CONSTRUCTION COMPANY, a Florida corporation (sometimes "*SUBSIDIARY*").

WHEREAS, the parties hereto intend to execute a merger pursuant to §607.1104 of the Florida Business Corporation Act and Title 8 §253 of the Delaware General Corporation Law; and

NOW, THEREFORE, in consideration of the representations, warranties and covenants contained herein, the parties hereto agree as follows:

**ARTICLE I**

**1.1 Merger of Parent with and into Subsidiary.**

(a) **Agreement to Merge Parent into Subsidiary.** Subject to the terms of this Agreement of Merger, Parent shall be merged with and into Subsidiary (the "*Merger*").

(b) **Effective Date of the Merger.** The Merger shall become effective on the 31<sup>st</sup> day of August, 2006 (the "*Effective Date*").

(c) **Surviving Corporation.** At the Effective Date, Parent shall be merged into Subsidiary and the separate corporate existence of Parent shall thereupon cease. Subsidiary shall be the Surviving Corporation in the Merger (sometimes hereinafter the "*Surviving Corporation*") and shall succeed, without other transfer, to all the rights and property of Parent and shall be subject to all the debts and liabilities of the Parent in the same manner as if the Surviving Corporation had itself incurred them.

**1.2 Effects of the Merger.** The Merger shall have the effects set forth in Title §8-259 of the Delaware General Corporation Law and §607-11101 of the Florida Business Corporation Act.

**ARTICLE II**

**2.1 Name of Surviving Corporation.** The name of the Surviving Corporation shall remain Advantis Construction Company.

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**2.2 Certificate of Incorporation of Surviving Corporation.** At the Effective Date, the articles of incorporation, as amended through and including the Effective Date, will remain unchanged and shall be the articles of incorporation of the Surviving Corporation.

**2.2 Bylaws of Surviving Corporation.** On the Effective Date, the By-laws of Advantis Construction Company, as amended through and including the Effective Date, shall be the same as the By-laws of Surviving Corporation effective as of the Effective Date, until thereafter duly altered, amended or repealed as provided by applicable law, and the articles of incorporation of the Surviving Corporation.

**2.3 Officers and Directors of Surviving Corporation.** The directors and officers of Advantis Construction Company in office immediately prior to the Effective Time shall serve as the directors and officers of the Surviving Corporation from and after the Effective Time, until removed or replaced in accordance with the By-laws of the Surviving Corporation and applicable laws.

### ARTICLE III

**3.1 Conversion of Stock.** By virtue of the Merger and without any action on the part of any party hereto or any holder thereof, each share of the 1,000 shares of common stock of Advantis Construction Holdings, Inc., constituting all the outstanding shares of capital stock of Advantis Construction Holdings, Inc. issued and outstanding immediately prior to the Effective Date, shall be surrendered by Advantis Holdings, LLC as the sole stockholder, which shall be cancelled and extinguished and, 1,000 shares of common stock of Advantis Construction Company, constituting 100% of the shares of capital stock of the Surviving Corporation shall be issued to Advantis Holdings, LLC as consideration therefor.

### ARTICLE IV

**4.1 Termination.** Notwithstanding the approval of this Agreement of Merger by Parent and Subsidiary, to the extent permitted by law, this Agreement of Merger may be terminated and abandoned at any time prior to the Effective Date by Subsidiary and Parent.

**4.2 Amendment.** To the extent permitted by law, this Agreement of Merger may be amended by Subsidiary and Parent at any time before or after approval hereof, but, after such approval, no amendment shall be made which by law requires the further approval of Subsidiary and Parent without obtaining such approval. This Agreement of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

### ARTICLE V

**5.1 Counterparts.** This Agreement of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

*(Signatures on following pages.)*

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement of Merger as of the date first above written.

**ADVANTIS CONSTRUCTION HOLDINGS,  
INC.,** a Delaware corporation

By: John K. Hutcherson  
Name: JOHN K. HUTCHERSON  
Title: EVP, COO/CFD

**ADVANTIS CONSTRUCTION COMPANY,** a  
Florida corporation

By: [Signature]  
Name: Paul T. Tamm  
Title: SVP

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IN WITNESS WHEREOF, the undersigned, being the sole stockholder of Parent and Subsidiary, does hereby consent and agree to the terms and conditions of the Merger as set forth in the foregoing Agreement and Plan of Merger.

ADVANTIS HOLDINGS, LLC, a Delaware  
limited liability company

By:   
John J. Gibbons, Chief Executive Officer

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