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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

EARTHWORKS OF NORTHEAST FLORIDA, INC.

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Merger

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ARTICLES AND PLAN OF MERGER
OF
ALL STATE SITE PREP, INC.
(the "Merged Corporation")
INTO
EARTHWORKS OF NORTHEAST FLORIDA, INC.
(the "Surviving Corporation")

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES AND PLAN OF MERGER effective January 1, 2003 for tax and accounting purposes, between EARTHWORKS OF NORTHEAST FLORIDA, INC., a Florida corporation, hereinafter called "Surviving Corporation," and ALL STATE SITE PREP, INC., a Florida corporation, hereinafter called "Merged Corporation".

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida with 7,500 shares of authorized common stock of \$1.00 par value. The Merged Corporation is a corporation organized under the laws of the State of Florida with 7,500 shares of authorized common stock of \$1.00 par value; and

WHEREAS, the directors of the Surviving Corporation and the Merged Corporation, respectively deem it desirable and in the best interests of the corporations and their shareholders that the Merged Corporation be merged into the Surviving Corporation and the corporations desire that they so merge under and pursuant to the laws of the State of Florida; and

WHEREAS, all of the shareholders of the Surviving Corporation and the Merged Corporation have approved these Articles and Plan of Merger at a meeting held on January 1, 2003,

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES ADOPT ARTICLES AND PLAN OF MERGER AS FOLLOWS:

1. Effective January 1, 2003 for tax and accounting purposes, the "Effective Date", the Merged Corporation shall be deemed to have merged with and into the Surviving Corporation which shall survive the merger and which shall have the same name as heretofore.

2. The name of the Surviving Corporation shall be EARTHWORKS OF NORTHEAST FLORIDA, INC. The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it are general in nature and shall be as set forth in the Articles

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of Incorporation of the Surviving Corporation.

3. On the effective date of the merger, the By-laws of EARTHWORKS OF NORTHEAST FLORIDA, INC. shall be the By-laws of the Surviving Corporation until the same shall be altered, amended or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

4. The Surviving Corporation shall have the same directors and officers who shall hold office until the next annual meeting of the shareholders of the Surviving Corporation, and until their successors have been elected and qualified.

5. On the effective date of the merger, the total amount of capital stock of the Surviving Corporation to be authorized shall be 7,500 shares of \$1.00 par value common stock. There are presently outstanding and issued 350 shares of \$1.00 par value common stock of the Surviving Corporation and 300 shares of \$1.00 par value common stock of the Merged Corporation. On the effective date of the merger, all of the shares of the common stock of the Merged Corporation outstanding immediately prior to the effective date of this merger shall be converted into and become the outstanding common stock of the Surviving Corporation outstanding immediately prior to the effective date of this merger. Each share of stock of the Surviving Corporation outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of stock of the Surviving Corporation.

6. On the effective date of the merger, all of the property (tangible and intangible), rights, privileges and franchises, of whatsoever nature and description, of the Merged Corporation, including without limitation any chosen in action lawsuits, mortgages, promissory notes and security interests, belonging to the Merged Corporation, shall be transferred to, vested in and shall devolve upon the Surviving Corporation, without further act or deed; and all property rights, privileges and franchises, and every other asset and interest, whether tangible or intangible and real or personal, shall be as effectually the property of the Surviving Corporation as they were of the Merged Corporation, and the title to all real estate vested in the Merged Corporation shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation. All debts, liabilities and duties of the Merged Corporation shall, thereafter, be assumed by and attached to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by the Surviving Corporation.

7. The Surviving Corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Articles or Certificate of Incorporation at any time

hereafter, in accordance with the provisions of the laws of the State of Florida.

8. The directors and shareholders of the Surviving Corporation and the Merged Corporation unanimously approved and adopted these Articles and Plan of Merger at a meeting held for such purpose on the date of execution of these Articles and Plan of Merger.

9. The officers of the Surviving Corporation and the Merged Corporation shall cause these Articles of Merger to be filed with the Secretary of the State of Florida in conformity with the laws of that State.

10. The Surviving Corporation will furnish a copy of these Articles and Plan of Merger to any of the shareholders of the Merged Corporation and the Surviving Corporation upon request and without charge.

IN WITNESS WHEREOF, the President and Secretary of ALL STATE SITE PREP, INC., a Florida corporation, and the President and Secretary of EARTHWORKS OF NORTHEAST FLORIDA, INC., a Florida corporation, hereby execute these Articles effective for the 1st day of January 2003.

ALL STATE SITE PREP, INC.

EARTHWORKS OF NORTHEAST FLORIDA, INC.

By: *Russell F. Wilson*
Its President Russell Wilson

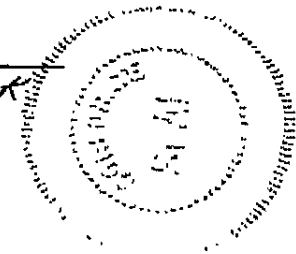
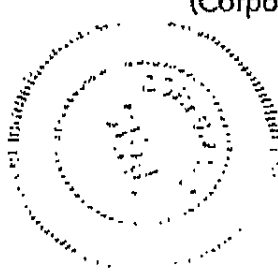
By: *Mark Young*
Its President Mark Young

ATTEST:

Linda Cook
Its Secretary Linda Cook
(Corporate Seal)

ATTEST:

Jeffrey T. Cook
Its Secretary Jeffrey T. Cook
(Corporate Seal)



STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on the 31st day of August, 2004 by Russell Wilson, the President of ALL STATE SITE PREP, INC., a Florida corporation, on behalf of the corporation, ✓ personally known to me; or who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.

Samia B. Akel
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: SAMIA B. AKEL
My Commission Expires:
Commission No.:

SAMIA B. AKEL
Notary Public, State of Florida
My comm. exp. Feb. 11, 2007
Comm. No. DD 173468

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on the 31st day of August, 2004 by Mark Young, the President of EARTHWORKS OF NORTHEAST FLORIDA, INC., a Florida corporation, on behalf of the corporation, ✓ personally known to me; or who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.

Samia B. Akel
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: SAMIA B. AKEL
My Commission Expires:
Commission No.:

SAMIA B. AKEL
Notary Public, State of Florida
My comm. exp. Feb. 11, 2007
Comm. No. DD 173468