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Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**DENICO, INC.**

|                       |         |
|-----------------------|---------|
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10/01/2004

*Merger*

*10/05/04 DC*

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(TUE) 10. 5' 04 10:24/ST. 10:23/NO. 4863354842 P 2  
10/5/2004 8:22 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 5, 2004

DENICO, INC.  
1988 GUAVA AVE  
MELBOURNE, FL 32935US

SUBJECT: DENICO, INC.  
REF: V61013

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE REGISTERED AGENT DESIGNATED IN THE AMENDED AND RESTATED ARTICLES AND THE REGISTERED AGENT SIGNING DIFFER. THE AGENT LISTED IS VENVEST, INC. AND THE AGENT SIGNING IS F & L CORP. PLEASE CLARIFY.

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) 245-6906.

Darlene Connell  
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FROM 030-200-0301

(MON) 10. 4' 04 13:20/ST. 11:34/NO. 4863354820 P 2  
10/4/2004 11:03 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 4, 2004

DENICO, INC.  
1988 GUAVA AVE  
MELBOURNE, FL 32935US

SUBJECT: DENICO, INC.  
REF: V61013

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6906.

Darlene Connell  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FROM

(TUE)10. 5'04 10:24/ST. 10:23/NO. 4863354842 P 3

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**ARTICLES OF MERGER**

**MERGING**

**DENICO ACQUISITION CORPORATION**

(a Florida corporation)

**WITH AND INTO**

**DENICO, INC.**

(a Florida corporation)

FILED  
04 OCT -5 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations have executed these Articles of Merger by which **DENICO ACQUISITION CORPORATION**, a Florida corporation (the "Terminating Corporation"), shall be merged (the "Merger") with and into **DENICO, INC.**, a Florida corporation (the "Surviving Corporation"), in accordance with a Merger Agreement (the "Agreement"), adopted pursuant to Section 607.1103 of the FBCA. The undersigned corporations hereby certify as follows:

1. Parties of Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of Corporation

State/Country of Incorporation

Denico Acquisition Corporation

Florida

Denico, Inc.

Florida

2. Compliance with Florida Law. The Terminating Corporation and the Surviving Corporation are complying with the applicable provisions of Sections 607.1101 and 607.1105 of the FBCA.
3. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Agreement. Attached hereto as Exhibit A is a Plan of Merger, which implements the terms of the Agreement.
4. Board of Directors Approval. The Agreement and Plan of Merger was approved and adopted, by the respective Boards of Directors of the Terminating Corporation on September 30, 2004, and by the Surviving Corporation on October 1, 2004.
5. Shareholder Approval. The Agreement was approved and adopted by the shareholders of the Terminating Corporation on September 30, 2004, and by the shareholders of the Surviving Corporation on October 1, 2004.

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6. **Effective Date.** The effective date of the Merger herein contemplated shall be the later of October 1, 2004 or date on which these Articles of Merger are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 1st day of October, 2004.

**"Terminating Corporation"**

**DENICO ACQUISITION CORPORATION,**  
a Florida corporation

By:   
Name: Arthur J. Long  
Title: Chief Financial Officer

**"Surviving Corporation"**

**DENICO, INC.,** a Florida corporation

By:   
Name: Larry Dennison  
Title: Chief Executive Officer

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**EXHIBIT A**

**PLAN OF MERGER**

**THIS PLAN OF MERGER** (the "Plan") is adopted and approved this 1st day of October, 2004 by and among:

**DENICO ACQUISITION CORPORATION,**  
a Florida corporation (the "Terminating Corporation")

**AND**

**DENICO, INC.,**  
a Florida corporation (the "Surviving Corporation").

The Terminating Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

**BACKGROUND**

The Shareholders and the Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1101 of the Florida Business Corporations Act, all in accordance with the terms and conditions hereinafter set forth.

**PLAN**

Merger.

The Terminating Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the later of October 1, 2004 or the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida.

Organizational Documents of Surviving Corporation.

Upon the effective date of the merger provided for herein, the Articles of Incorporation of the Surviving Corporation, DENICO, INC., shall be amended and restated as set forth on Schedule 1 hereto.

Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following persons:

James D. Abrams

Such person shall serve until his successor shall have been duly elected and qualified, or until his prior death, resignation or removal.

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The persons who shall be the officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

|                |                         |
|----------------|-------------------------|
| Jim Abrams     | Chief Executive Officer |
| Jim Abrams     | President               |
| Arthur J. Long | Chief Financial Officer |
| Arthur J. Long | Secretary               |
| Patty Myers    | Treasurer               |

Such persons shall serve until his or her successors shall have been duly appointed and qualified, or until his or her prior death, resignation or removal.

Effect of Merger.

The merger shall have the effects set forth in the Florida Business Corporation Act. Without limiting the generality of the foregoing, and subject thereto, upon the effective date of the merger, all the properties, rights, privileges, powers and franchises of the Surviving Corporation and the Terminating Corporation shall vest in the Surviving Corporation, Denico, Inc., and all debts, liabilities and duties of the Surviving Corporation and the Terminating Corporation shall become the debts, liabilities and duties of the Surviving Corporation.

In addition, upon the effective date of the merger, all of the issued and outstanding shares of Denico, Inc. (except for any treasury shares or shares owned by Denico Acquisition Corporation, which shares shall be cancelled and retired) will be converted into the right to receive at the closing of the merger (i) 550 shares of VenVest, Inc. common stock plus (ii) an amount in cash equal to the balance of the loan from the sole shareholder of Denico, Inc., as reflected on Denico Inc.'s balance sheet as of the closing date of the merger.

Conversion of Capital Stock of Terminating Corporation.

Each of the shares of common stock of the Terminating Corporation issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive one (1) share of the common stock of the Surviving Corporation, which shall be cancelled and retired upon the merger and no consideration shall be delivered with respect thereto or in exchange therefor.

IN WITNESS WHEREOF, the undersigned Terminating Corporation and Surviving Corporation have caused these presents to be executed by their duly authorized officers as of the day and year first above written.


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DENICO ACQUISITION CORPORATION,  
a Florida corporation

By:   
Name: Arthur J. Long  
Title: Chief Financial Officer

DENICO, INC.  
a Florida corporation

By:   
Name: Larry Dennison  
Title: Chief Executive Officer

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SCHEDULE 1

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DENICO, INC.**

Pursuant to Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), Denico, Inc. (the "Corporation") hereby adopts these Amended and Restated Articles of Incorporation:

**FIRST:**

**NAME**

The name of the Corporation is: Denico, Inc.

**SECOND:**

**PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is c/o VenVest, Inc. 2 North Tamiami Trail, Suite 806, Sarasota, Florida 34236.

**THIRD:**

**BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

**FOURTH:**

**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the registered agent at such address is F&L Corp.

**FIFTH:**

**CAPITAL STOCK**

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 10,000 shares, all of which shares shall be voting Common Stock having a par value of \$0.01 per share, designated "Common Stock." Pursuant to Section 607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the

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Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA.

**SIXTH:**

**INDEMNIFICATION**

The Corporation shall indemnify to the full extent permitted or required by the FBCA, any person who was or is a party, or threatened to be made, a party to any proceeding (including by or in the right of the Corporation) by reason of the fact that he is or was an Officer or Director of the Corporation or serves or served any other enterprise at the request of the Corporation. Without limiting the foregoing in any way, the Corporation shall indemnify any Officer or Director who was or is a party to any proceeding (including by or in the right of the Corporation) against liability incurred in connection with such proceeding, including any appeal thereof, if such Officer or Director acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful.

[ACCEPTANCE BY REGISTERED AGENT APPEARS ON FOLLOWING PAGE]

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FROM

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**ACCEPTANCE OF APPOINTMENT**  
**BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

**DATED** this 1<sup>st</sup> day of October, 2004.

**F & L CORP.**



By: \_\_\_\_\_

Name: Martin A. Traber

Title: Vice President

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