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# MERGER OR SHARE EXCHANGE

PLISKO ARCHITECTURE, INC.

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## ARTICLES OF MERGER Merger Sheet

**MERGING:** 

MPO INVESTMENTS, INC., a Florida corporation, P94000008155

INTO

PLISKO ARCHITECTURE, INC., a Florida entity, 647800

File date: March 17, 2003

Corporate Specialist: Darlene Connell

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### ARTICLES OF MERGER OF MPO INVESTMENTS, INC. INTO PLISKO ARCHITECTURE, INC.

MPO INVESTMENTS, INC., a Florida corporation, the "Constituent Corporation," and PLISKO ARCHITECTURE, D.C., a Florida corporation, the "Surviving Corporation," acting in compliance with the provisions of Section 607.1105, Florida Statutes, hereby certify as follows:

A Plan of Merger has been approved by the Board of Directors and a requisite majority in interest of the shareholders of MPO INVESTMENTS, INC., the Constituent Corporation, pursuant to which it is to be merged into PLISKO ARCHITECTURE, DVC. A Plan of Merger has been approved by the Board of Directors and a requisite majority in interest of the shareholders of PLISKO ARCHITECTURE, INC., the Surviving Corporation, pursuant to which MPO INVESTMENTS, INC. is to be merged into PLISKO ARCHITECTURE, INC. A copy of the Plan of Merger setting forth the terms of the merger is attached hereto as Exhibit A and made a part hereof.

- 1. The effective date of the merger shall be the date of filing.
- 2. The merger was adopted and approved by the shareholders and directors of the Constituent Corporation as of March 7, 2003, by written action of the directors and shareholders of said Constituent Corporation in lieu of a meeting and the merger was adopted and approved by the shareholders and directors of the Surviving Corporation as of March7, 2003, by written action of the directors and shareholders of said Surviving Corporation in lieu of a meeting.

MPO INVESTMENTS, INC.

Alex Plisko, Jr.

President

PLISKO ARCHITECTURE. INC

Alex Plisko, Jr.

President

By: J. Paul Raymond, Esq. P. O. Box 1669 Clearwater, FL 33757 (727) 441-8966 Fla. Bar No. 169268

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#### Exhibit A

#### PLAN OF MERGER

MPO INVESTMENTS, INC., a Florida corporation, shall be merged into PLISKO ARCHITECTURE, INC.

### Background Information

The Board of Directors of MPO INVESTMENTS, INC. and PLISKO ARCHITECTURE, INC., by unanimous written consent of the members of the Board of Directors of each corporation, has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that MPO INVESTMENTS, INC. be merged into PLISKO ARCHITECTURE, INC., at the conclusion of which PLISKO ARCHITECTURE, INC. shall remain as the surviving and resulting entity and the corporate existence of MPO INVESTMENTS, INC. shall terminate and expire. In furtherance thereof, each Board has approved and adopted the terms of this Plan of Merger and has recommended the adoption of the Plan of Merger and its underlying transactions by the shareholders of each entity. The shareholders of each party to the merger have approved the adoption of this Plan of Merger by Written Action in Lieu of Meeting dated the 7th day of March, 2003.

### Operative Provisions

- 1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date, the Constituent Corporation, MPO INVESTMENTS, INC., shall be merged into PLISKO ARCHITECTURE, INC. (the "Merger") and PLISKO ARCHITECTURE, INC. shall constitute the surviving and resulting corporation of such merger (hereinafter PLISKO ARCHITECTURE, INC. sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of the Constituent Corporation shall cease and the Surviving Corporation shall continue its corporate existence pursuant to the laws of Florida.
  - 2. Effective Date. The Merger shall become effective on the date of filing.
- 3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all of its assets and properties of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of the Constituent Corporation, shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by the Constituent Corporation shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.

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- 4. Obligations. All obligations belonging to or due to the Constituent Corporation shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of the Constituent Corporation existing as of the Effective Date.
- 5. Terms of the Merger. All of the issued and outstanding shares of the common stock of the Constituent Corporation and the Surviving Corporation shall be deemed cancelled and voided, and upon the surrender of the applicable certificates evidencing such shares being surrendered to the Surviving Corporation, the shares of the common stock of the Constituent Corporation and the Surviving Corporation outstanding prior to the Merger shall be transformed and converted into 1,000 shares of common capital stock of the Surviving Corporation (the "Shares"). These Shares shall be divided further as follows: the shareholders of PLISKO ARCHITECTURE, INC. shall hold, in the aggregate, 50% of the Shares of the Surviving Corporation, and the shareholders of MPO INVESTMENTS, INC. shall hold, in the aggregate, 50% of the Shares of the Surviving Corporation.