

G 54128

This portion can be rem.

to 11/3/02

Sender's Name

me NICK MORGAN

Phone 510 528-2884

Company DAVID E. MORGAN, INC

Address 1415 MCQUEE AVE

BERKELEY

(Address)

State CA

ZIP 94703

Internal Billing Reference

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

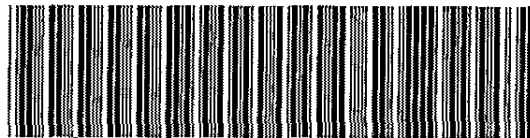
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

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Office Use Only



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11/14/02--01088--001 \*\*70.00

Effective Date 11/30/02 merger

T Lewis 12/2/02

02 NOV 14 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 20, 2002

NICK MORGAN  
DAVID E. MORGAN INC.  
1415 MCGEE AVE.  
BERKELEY, CA 94703

SUBJECT: DAVID E. MORGAN INC.  
Ref. Number: 854203

*Sent in error*

We have received your document for DAVID E. MORGAN INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records show the above corporation's certificate of authority to transact business in the State of Florida was revoked 10-9-92, for failure to file the 1992 annual report.

The corporation must be reinstated before the Merger can be filed.

Attached is the reinstatement application the fees are: \$600 reinstatement filing fee and \$150.00 for each year report 92 through 02.

The total cost of reinstatement is \$2,250.00.

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) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 902A00062785

*Not Reinst  
want eff date  
11/30/02  
back date to  
11/14/02*

# David E. Morgan INC.

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Nicholas Morgan  
President

November 25, 2002

Florida Department of State  
Attn: Thelma Lewis  
P.O. Box 6327  
Tallahassee, Florida 32314  
409 East Gaines Street  
Tallahassee, Florida 32399

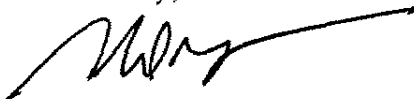
Dear Madam:

RE: David E. Morgan, Inc Merger, Ref # 854203

Pursuant to my conversation with you and Susan on Friday, I am resubmitting the enclosed merger forms. I would like to clarify that the surviving corporation does not conduct any business in Florida. I would greatly appreciate it if you would ensure that the merger is effective 11/30/02, as the original date of filing this merger was 11/14/02.

Thank you for your assistance. If you have any questions, I can be reached at (510) 528-2884.

Sincerely,



Nicholas Morgan

Enclosure

One Regency Plaza, Suite 106R  
Providence, R.I. 02903  
(401) 521-6040 tel  
(401) 521-6041 fax

1415 McGee Avenue  
Berkeley, CA 94703  
(510) 528-2884 tel  
(510) 528-2886 fax

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DAVID E. MORGAN ENERGY, INC., a Florida entity, G54128.

INTO

**DAVID E. MORGAN ENERGY, INC.**, a Delaware entity not qualified in Florida.

File date: November 14, 2002, effective November 30, 2002

Corporate Specialist: Thelma Lewis

# ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>DAVID E. MORGAN, INC.</u>	<u>DELEWARE</u>

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>DAVID E. MORGAN ENERGY, INC.</u>	<u>FLORIDA</u>
_____	_____
_____	_____
_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 11 / 30 / 2002 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on OCTOBER 10, 2002

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.



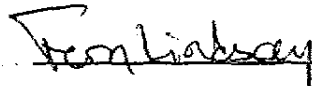


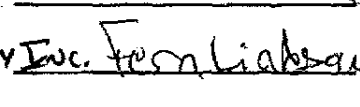
**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on OCTOBER 10, 2002

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
DAVID E. MORGAN INC		PRESIDENT, DIRECTOR, STOCKHOLDER NICHOLAS MORGAN
DAVID E. MORGAN INC		LESLIE SOLMONSON - DIRECTOR, STOCKHOLDER
DAVID E. MORGAN INC		FERN LINDSAY - DIRECTOR, STOCKHOLDER
DAVID E. MORGAN ENERGY INC		PRESIDENT NICHOLAS MORGAN - DIRECTOR, STOCKHOLDER
DAVID E. MORGAN ENERGY INC		LESLIE SOLMONSON - SECRETARY, STOCKHOLDER
DAVID E. MORGAN ENERGY INC		FERN LINDSAY - TREASURER, STOCKHOLDER

# PLAN OF MERGER (Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>DAVID E. MORGAN, INC.</u>	<u>DELEWARE</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>DAVID E. MORGAN ENERGY, INC</u>	<u>FLORIDA</u>
_____	_____
_____	_____
_____	_____

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

*No SPECIAL CONDITIONS*

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*Shares of merging corporation will be cancelled.*

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A