

G54991

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:** -----

**DRIVE THRU CLEANERS OF PINELLAS, INC., a Florida corporation, document  
number K51880**

**INTO**

**EAST BAY DRY CLEANERS, INC., a Florida corporation, G54991.**

**File date: December 27, 1996**

**Corporate Specialist: Karen Gibson**

G54991



ACCOUNT NO. : 072100000032  
REFERENCE : 202855 4343687  
AUTHORIZATION :  
COST LIMIT : \$ PPD

FILED  
96 DEC 27 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 27, 1996  
ORDER TIME : 9:32 AM  
ORDER NO. : 202855-005  
CUSTOMER NO: 4343687  
CUSTOMER: Ms. Shelley Weber  
Gassman & Conetta, P.a.  
Suite 102  
1245 Court Street  
Clearwater, FL 34616

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-12/27/96--01069--014  
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ARTICLES OF MERGER

DRIVE THRU CLEANERS OF  
PINELLAS, INC.

INTO

EAST BAY DRY CLEANERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*MS*  
*RG*

RECEIVED  
96 DEC 27 AM 10:51  
DIVISION OF CORPORATION

**ARTICLES OF MERGER  
OF  
DRIVE THRU CLEANERS OF PINELLAS, INC.  
INTO  
EAST BAY DRY CLEANERS, INC.**

**FILED  
96 DEC 27 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, DRIVE THRU CLEANERS OF PINELLAS, INC., a Florida Corporation, and EAST BAY DRY CLEANERS, INC., a Florida Corporation, adopt the following Articles of Merger for the purpose of merging DRIVE THRU CLEANERS OF PINELLAS, INC. into EAST BAY DRY CLEANERS, INC.:

**Plan of Merger**

1. The Plan of Merger setting forth the terms and conditions of the merger of DRIVE THRU CLEANERS OF PINELLAS, INC. into EAST BAY DRY CLEANERS, INC. is attached to these Articles as an Exhibit and incorporated herein by reference. EAST BAY DRY CLEANERS, INC. shall be the Surviving Corporation.

**Adoption of Plan**

2. There are Seven Thousand Five Hundred (7,500) shares of common stock, each of One Dollar (\$1.00) par value of EAST BAY DRY CLEANERS, INC. issued and outstanding that were entitled to vote on the Plan of Merger. Seven Thousand Five Hundred (7,500) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholders of EAST BAY DRY CLEANERS, INC. held effective December 19, 1996.

3. The Plan of Merger was approved by the Board of Directors of EAST BAY DRY CLEANERS, INC. at a special meeting of the Board held effective December 19, 1996.

4. There are One Thousand (1,000) shares of common stock, each of One Dollar (\$1.00) par value of DRIVE THRU CLEANERS OF PINELLAS, INC. issued and outstanding that were entitled to vote on the Plan of Merger. One Thousand (1,000) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholders of DRIVE THRU CLEANERS OF PINELLAS, INC. held effective December 19, 1996.

5. The Plan of Merger was approved by the Board of Directors of DRIVE THRU CLEANERS OF PINELLAS, INC. at a special meeting of the Board held effective December 19, 1996.

**Effective Date**

6. The Plan of Merger shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned Corporations have caused these Articles of Merger to be signed effective December \_\_, 1996.

DRIVE THRU CLEANERS OF PINELLAS, INC.

By:   
MICHAEL C. SHAPIRO

Its: President

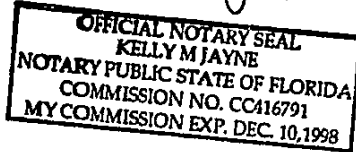
EAST BAY DRY CLEANERS, INC.

By:   
MICHAEL C. SHAPIRO

Its: President

State of Florida  
County of Pinellas

Signed before me this  
24 day of December 1996  
Kelly M Jayne



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:slw\*saw 12-19-96

**AGREEMENT OF MERGER AND  
PLAN OF REORGANIZATION  
MERGING  
DRIVE THRU CLEANERS OF PINELLAS, INC.  
INTO  
EAST BAY DRY CLEANERS, INC.**

**THIS AGREEMENT** of Merger and Plan of Reorganization is made effective December 19, 1996, by and between DRIVE THRU CLEANERS OF PINELLAS, INC., a Florida Corporation (the "Merging Corporation"), and EAST BAY DRY CLEANERS, INC., a Florida Corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

**WHEREAS**, the principal and registered office of the Surviving Corporation is in the State of Florida, located at 11716 Harborside Circle, Largo, FL 33773, Pinellas County, Florida, its Registered Agent being MICHAEL C. SHAPIRO, whose address is 11716 Harborside Circle, Largo, FL 33773; and

**WHEREAS**, the principal and registered office of the Merging Corporation is in the State of Florida, located at 11716 Harborside Circle, Largo, FL 33773, Pinellas County, Florida, its Registered Agent being ALAN S. GASSMAN, whose address is 1245 Court Street, Suite 102, Clearwater, FL 34616; and

**WHEREAS**, the authorized capital stock of the Surviving Corporation consists of Seven Thousand Five Hundred (7,500) shares of common stock at One Dollar (\$1.00) par value; and

**WHEREAS**, the Merging Corporation is currently wholly owned by the same Shareholders who own all of the stock of the Surviving Corporation; and

**WHEREAS**, the Directors of the Constituent Corporations deem it advisable and to the advantage of the Corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

**ARTICLE I**

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The surviving Corporation shall be the Corporation

continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

## ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholders and in the same proportion as the stock of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the Stockholders after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

## ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Florida for approval.

## ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

DRIVE THRU CLEANERS OF PINELLAS, INC.

By:   
MICHAEL C. SHAPIRO

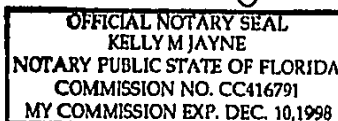
Its: President

EAST BAY DRY CLEANERS, INC.

By:   
MICHAEL C. SHAPIRO

Its: President

State of Florida  
County of Pinellas  
Signed before me this  
24 day of December 1996  
Kelly M Jayne



This instrument was prepared by GASSMAN & CONETTA, P.A., whose address is 1245  
Court Street, Suite 102, Clearwater, Florida 34616.

Shapiro.M\Merger\Agreement.mcr  
:slw\*saw 12-19-96