

H26111



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*****70.00 *****70.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

duPont Publishing Inc.

File 1st

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

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☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

RUSH

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☒	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

FILED

99 APR -8 PM 2:11

RECEIVED

DIVISION OF CORPORATIONS

Ordered By:

See 4/12

Date:



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 9, 1999

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: DUPONT PUBLISHING, INC.
Ref. Number: H26111

RUSH

We have received your document for DUPONT PUBLISHING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 499A00017951

Date of signing. See article IV

*Please make sure file date
is 4/9/99.*

Thank you.

DIVISION OF CORPORATION

99 APR -9 PM 4:47

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DUCHAP, INC., a Florida corporation, L28680

INTO

DUPONT PUBLISHING, INC., a Florida corporation, H26111.

File date: April 8, 1999

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
OF
duPONT PUBLISHING, INC., a Florida corporation
and
duCHAP, INC., a Florida corporation

FILED
99 APR -8 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are duPONT PUBLISHING, INC., a Florida corporation, (the "Surviving Corporation") and duCHAP, INC., a Florida corporation, (the "Merged Corporation").

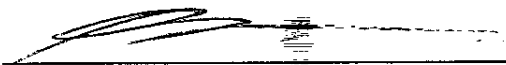
ARTICLE II. Surviving Corporation. The corporation to survive the Merger is duPONT PUBLISHING, INC., a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger").

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the shareholders and the members of the Board of Directors of both the Surviving Corporation and the Merged Corporation by unanimous written action of even date herewith as required by the laws of the State of Florida and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 24 day of February, 1999.

duPONT PUBLISHING, INC.,
a Florida corporation

By: 
Steven B. Chapman, President

duCHAP, INC.,
a Florida corporation

By: 
Thomas L. duPont, President

PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into as of the ____ day of February, 1999, by and between duPONT PUBLISHING, INC., a Florida corporation (the "Surviving Corporation") and duCHAP, INC., a Florida corporation (the "Merged Corporation").

Recitals

A. The Surviving Corporation and the Merged Corporation desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying such asset acquisition as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.

B. The Surviving Corporation desires to merge and combine with the Merged Corporation in order to expand its business and further its corporate purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date of the Merger specified herein, duCHAP, INC., a Florida corporation, shall merge with and into duPONT PUBLISHING, INC., a Florida corporation, in accordance with the Merger laws of the State of Florida. duPONT PUBLISHING, INC., a Florida corporation, shall continue to exist under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation") and the separate existence of duCHAP, INC., a Florida corporation (the "Merged Corporation") shall terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation will not differ from its Articles of Incorporation before the Merger and shall not be changed by virtue of the Merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws of the Surviving Corporation.

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be the date the

Articles of Merger have been duly filed with the Florida Department of State. Each of the parties hereto agrees that they shall execute such documents and such other instruments and take such corporate or other acts or actions as may be necessary to effectuate this Merger. The Articles of Merger shall be in the form attached to this Plan of Merger.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such Merger.

6. Exchange of Shares. It has been determined that the value of the stock of the Merged Corporation is zero and no additional shares of stock of the Corporation will be issued in exchange for the stock of the Merged Corporation. On the Effective Date of the Merger, there are two hundred (200) shares of the capital stock of the Merged Corporation issued and outstanding and those shares shall be cancelled as a result of the Merger.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

9. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The Shareholders of the Merged Corporation and the Surviving Corporation have authorized the Board of Directors of each Corporation to amend this Plan of Merger or abandon the Merger, prior to the filing of the Articles of Merger with the Florida Department of State, without further action of the Shareholders.

11. Real Property. Prior to the Effective Date of the Merger, the Merged Corporation owned real property located in Pinellas County, Florida described on Exhibit "A" attached hereto, and Monroe County, Florida described on Exhibit "B" attached hereto.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

WITNESSES:

Lauren O. Purse
[Signature]

Anne M. Truby
[Signature]

duPONT PUBLISHING, INC.,
a Florida corporation

By: [Signature]
Steven B. Chapman, President

duCHAP, INC.,
a Florida corporation

By: [Signature]
Thomas L. duPont, President

133532

That part of the Northwest $\frac{1}{4}$ of section 11, Township 30 South, Range 16 East, Pinellas County, Florida, being more particularly described as follows:

From the Northwest corner of Section 11, Township 30 South, Range 16 East, South $00^{\circ}07'20''$ East, 112.00 feet along the West Boundary of said Section; thence North $89^{\circ}50'28''$ East, 150.00 feet to a point on the South right of way line of State Road No. 688 (Ulmerton Road): Continue thence along said right of way line North $89^{\circ}50'28''$ East 34.58 feet; thence South $50^{\circ}16'24''$ East, 62.38 feet; thence North $89^{\circ}50'28''$ East, 634.63 feet for a Point of Beginning. Continue thence North $89^{\circ}50'28''$ East along said right of way line, 472.00 feet; thence leaving said line South $00^{\circ}07'20''$ East, 112.00 feet; thence South $89^{\circ}50'28''$ West, 130.50 feet; thence South $00^{\circ}07'20''$ East, 520.98 feet to an intersection with a line 40.00 feet Northeasterly of and parallel with the centerline of Old Roosevelt Boulevard; thence North $50^{\circ}16'24''$ West, along said line 534.84 feet; thence leaving said line North $89^{\circ}50'28''$ East, 69.12 feet; thence North $00^{\circ}07'20''$ West, 290.00 feet to the abovementioned Point of Beginning.

On the Island of Key West, and known as Lots 12 and 13, Block 5, according to a Subdivision known as "SUNRISE SHORES", plat of which is recorded in Plat Book 2, page 164, of the Public Records of Monroe County, Florida.