

K09881

Florida Department of State
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From: -
Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
COLLMAN & KARSKY ASSOCIATES, INC.

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DIVISION OF CORPORATIONS

Certificate of Status	1
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**STATE OF FLORIDA
ARTICLES AND PLAN OF MERGER
OF
MASSARO & ASSOCIATES, INC., a Florida corporation
INTO
COLLMAN & KARSKY ASSOCIATES, INC., a Florida corporation**

Pursuant to Sections 607.1101 and 607.1105 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger was adopted by the Directors and Stockholders of COLLMAN & KARSKY ASSOCIATES, INC., a Florida corporation, Document Number K09881 (the "Surviving Corporation"), on MAY 29, 2003.

SECOND: The Agreement and Plan of Merger was adopted by the sole Director and sole Stockholder of MASSARO & ASSOCIATES, INC., a Florida corporation, Document Number H63578 (the "Massaro Corporation") on MAY 29, 2003. The Massaro Corporation shall hereinafter be referred to as the "Merging Corporation."

THIRD: For accounting purposes, the Merger provided for herein shall be effective on the 31st day of May, 2003, and shall be effective for the laws of Florida upon the filing of the Articles and Plan of Merger with the Florida Department of State, Division of Corporations ("Effective Date").

FOURTH: On the Effective Date, the following actions will occur:

a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

b. The Articles of Incorporation of the Surviving Corporation, shall be amended as hereinafter provided and shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until further altered or amended as provided therein or by law:

Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

"The name of this corporation shall be COLLMAN &
KARSKY ARCHITECTS, INC."

Prepared by:
Bruce H. Bokor, Esquire
911 Chestnut Street
Clearwater, Florida 33756
727-461-1818
FL Bar No. 0150340
202326.01

EFFECTIVE DATE
* 5/31/03

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IT WAS RESOLVED THAT, Article III of the Articles of Incorporation of the corporation shall be amended to read as follows:

"This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00). Of such 100,000 shares, 90,000 shall be voting shares with one (1) vote per share, and the remaining 10,000 shares shall be non-voting shares. There shall be no other differences in the rights of such Common Shares."

ARTICLE VII of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

"This corporation observes the right to amend or repeal any provisions contained in these Articles of Incorporation, or, any amendment thereto, but any such right of amendment or repeal shall only be effective if such amendment or repeal shall have been approved by shareholders owning at least seventy-five percent (75%) of the then-outstanding stock of the corporation at a properly-called meeting of such shareholders."

c. 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 Corporation, or any other corporation or, in whole or in part, into cash or other property are as follows:

d. Each share of currently issued and outstanding shares of the Common Stock of the Massaro Corporation shall be exchanged for .8 shares of voting Common Stock of the Surviving Corporation. Each share of currently issued and outstanding shares of the Common Stock of the Surviving Corporation shall be exchanged for 59.35 shares of voting Common Stock of the Surviving Corporation. No fractional shares shall be issued, and such shares shall be rounded, and any fractional shares shall be rounded to the nearest whole number. The shares of Common Stock of the Surviving Corporation, and the Massaro Corporation shall be canceled within a reasonable period of time after such share exchange is hereinabove provided.

These Articles and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes.

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Signed this 29 day of Mar, 2003, and effective as of the Effective Date.

SURVIVING CORPORATION:

COLLMAN & KARSKY ASSOCIATES, INC., a Florida corporation

By: [Signature]
ROBNEY L. COLLMAN, President

MERGING CORPORATION:

MASSARO & ASSOCIATES, INC., a Florida corporation

By: [Signature]
DANIEL MASSARO, President

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