

PO00000000913

Requester's Name

BURKE & FOSKETT, LLC  
Attorneys & Counselors at Law  
Ten McGrath Highway  
Quincy, Massachusetts 02169

617-786-8000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 800003088808--7  
-01/05/00--01045--004
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \*\*\*\*\*43.75 \*\*\*\*\*43.75
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 800003088808--7  
-02/09/00--01014--008  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB - 9 PM 1:59

Merger

Examiner's Initials LFJ

2-9-2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

STOGEES AND STUFF INC., a Massachusetts corporation (not qualified to  
transact business in Florida)

INTO

**STOGEES AND STUFF, INC.**, a Florida entity, P00000000913

File date: February 9, 2000

Corporate Specialist: Louise Flemming-Jackson

**Burke & Foskett, LLC**  
Attorneys & Counsellors at Law

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Quincy, Massachusetts 02169  
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Managing Members:

Walter A. Foskett  
Kevin M. Burke

February 3, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Velma Shepard

**RE: Stogees & Stuff and White Sales**

Dear Ms. Shepard:

Enclosed is a check in the amount of \$70.00 payable to the Florida Secretary of State in connection with the merger of Stogees & Stuff and White Sales.

If you have any questions, please call me.

Very truly yours,



Walter A. Foskett

WAF/jmb  
Enc.

cl\stogees\shepard.add

**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 is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Stogees and Stuff, Inc.</u>	<u>Florida</u>

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 FEB - 9 PM 1:59

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Stogees and Stuff Inc.</u>	<u>Massachusetts</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** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 3, 2000 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 December 30, 1999

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)*



**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 is:

<u>Name</u>	<u>Jurisdiction</u>
Stogees and Stuff, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Stogees and Stuff Inc.	Massachusetts
_____	_____
_____	_____
_____	_____
_____	_____

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

Share for share exchange.

**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:

*(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:

None