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12/30/02--01073--006 **\$8.75

12/30/02--01073--007 **\$8.75

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 DEC 30 PM 2:47

RECEIVED

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Cindy

DATE: 12-30-02

REF. #: 0672. 11725

CORP. NAME: Manko, LLC into Manko
Delivery Systems, Inc

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION UCC-1 UCC-3
- OTHER: _____

STATE FEES PREPAID WITH CHECK# 504071 FOR \$ 68.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 31, 2002

CORPDIRECT AGENTS, INC.

SUBJECT: MANKO LLC
Ref. Number: M01000001744

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

MANKO, LLC HAS BEEN REVOKED FOR ANNUAL REPORT. THEY WILL HAVE TO BE REINSTATED BEFORE THE MERGER CAN BE FILED. PLEASE SUMMIT A REINSTATEMENT APPLICATION AND 200.00 FILING FEE.

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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 902A00068016

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MANKO, LLC A FLORIDA ENTITY M01000001744

INTO

MANKO DELIVERY SYSTEMS, INC., a Florida entity, P02000114676

File date: December 31, 2002

Corporate Specialist: Marsha Thomas

ARTICLES OF MERGER
OF
MANKO, LLC
INTO
MANKO DELIVERY SYSTEMS, INC.

M01-1744

-P02000

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TALLAHASSEE, FLORIDA

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Under Section 607.1109, Florida Statutes

Pursuant to the provisions of Section 607.1109 of the *Florida Statutes*, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The name of the constituent entities which are parties to the Merger are MANKO DELIVERY SYSTEMS, INC., a Florida corporation, and MANKO, LLC, a Delaware limited liability company. The surviving entity is MANKO DELIVERY SYSTEMS, INC. (the "Surviving Entity") and it is to be governed by the laws of the State of Florida.

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement and Plan of Merger was duly adopted by the holders of a majority of the issued and outstanding shares of stock of MANKO DELIVERY SYSTEMS, INC., which vote was sufficient for approval, as of the 23rd day of December, 2002 in accordance with the applicable provisions of Chapter 607, *Florida Statutes*, and was duly adopted by the members of MANKO, LLC as of the 23rd day of December, 2002 in accordance with the applicable provisions of Section 18-209 of the Delaware Limited Liability Company Act, which vote was sufficient for approval.

FOURTH: The effective date of the Merger shall be January 1, 2003.

IN WITNESS WHEREOF, each of the constituent entities to the Merger has caused these Articles of Merger to be executed on its behalf by its duly authorized representative this 23rd day of December, 2002.

Attest:

John T. Benko
Secretary
[CORPORATE SEAL]

MANKO DELIVERY SYSTEMS, INC.,
a Florida corporation

By: John T. Benko
John T. Benko, President

MANKO, LLC,
a Delaware limited liability company

By: John T. Benko
John T. Benko, Member

Exhibit "A" - Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"), dated this 23rd day of December, 2002, is made and entered into by and between MANKO, LLC, a Delaware limited liability company (the "LLC"), and MANKO DELIVERY SYSTEMS, INC., a Florida corporation (the "SURVIVING ENTITY"); the LLC and SURVIVING ENTITY being sometimes referred to herein as the "Constituent Entities".

WITNESSETH:

WHEREAS, the SURVIVING ENTITY is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 10,000 shares of \$0.01 par value common stock, in which the two shareholders of the SURVIVING ENTITY (the "Shareholders") own all 200 shares of issued and outstanding common stock of the SURVIVING ENTITY, in equal shares (i.e., 100 shares apiece);

WHEREAS, the LLC is a limited liability company duly organized under the laws of the State of Delaware, in which the Shareholders own all of the issued and outstanding membership interests, in equal shares (i.e., 50% apiece);

WHEREAS, the Board of Directors of the SURVIVING ENTITY and the Shareholders, as the sole members of the LLC and sole shareholders of the SURVIVING ENTITY, deem it advisable for the general welfare of such Constituent Entities and the shareholders that the LLC be merged with and into the SURVIVING ENTITY, with the SURVIVING ENTITY surviving the merger and continuing its name as "MANKO DELIVERY SYSTEMS, INC.";

WHEREAS, the Shareholders own shares of stock in the SURVIVING ENTITY in the same proportions as their ownership interests in the LLC and, therefore, will not receive any additional stock in the SURVIVING ENTITY as a result of the merger, as fully described in Article V hereinafter.

NOW, THEREFORE, the Constituent Entities hereby agree that the LLC shall be merged with and into the SURVIVING ENTITY in accordance with applicable laws of the State of Florida and the State of Delaware and the terms and conditions of the following Plan of Merger:

ARTICLE I The Constituent Entities

The names of the Constituent Entities to the merger are MANKO DELIVERY SYSTEMS, INC. (FEIN: 13-4217608) and MANKO, LLC (FEIN: 52-2257932).

ARTICLE II The Merger

On the Effective Date (as hereinafter defined) the LLC shall be merged with and into the SURVIVING ENTITY (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Law") and the Chapter 607 of the *Florida Statutes* (the "Florida Law").

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ARTICLE III
Effect of Merger

From and after the Effective Date of the Merger, as provided in Article VIII hereof, the Constituent Entities shall be a single entity which shall be the SURVIVING ENTITY. From and after such filing, the separate existence of the LLC shall cease, while the corporate existence of the SURVIVING ENTITY shall continue unaffected and unimpaired. The SURVIVING ENTITY shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Law. The SURVIVING ENTITY shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Entities. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Entities shall be taken and deemed to be transferred to and vested in the SURVIVING ENTITY without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Entities, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING ENTITY shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against any of the Constituent Entities may be prosecuted as if such Merger had not taken place, or the SURVIVING ENTITY may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by such Merger.

ARTICLE IV
Officers and Directors

Persons who shall serve as the Directors of the SURVIVING ENTITY following the Merger shall be:

<u>NAME</u>	<u>ADDRESS</u>
John T. Benko	6712 Benjamin Road Suite 800 Tampa, FL 33634
Gregory V. Manny	6712 Benjamin Road Suite 800 Tampa, FL 33634

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TALLAHASSEE, FLORIDA
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Persons who shall serve as officers of the SURVIVING ENTITY following the Merger, and the offices in which they shall serve, shall be as follows:

<u>NAME OF OFFICER</u>	<u>OFFICE</u>
John T. Benko	President and Secretary
Gregory V. Manny	Vice President and Treasurer

ARTICLE V
Treatment of Ownership Interests of Constituent Entities

Each of the Shareholders owns an identical percentage of the ownership interests of each of the respective Constituent Entities. Accordingly, the membership interests of the LLC, immediately prior to the Effective Date, shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be canceled, and no cash or other property shall be paid in respect thereof, and the shares of stock in the SURVIVING ENTITY immediately prior to the Effective Date shall continue to be held by the Shareholders as held prior to the Effective Date.

ARTICLE VI
Further Assurance

If at any time after the Effective Date the SURVIVING ENTITY shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING ENTITY, according to the terms hereof, the title to any property or rights of the LLC, the last acting members or authorized representatives of the LLC, or the officers or directors of the SURVIVING ENTITY, as the case may be, shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING ENTITY, and otherwise to carry out the purposes of this Plan of Merger.

ARTICLE VII
Approval by Constituent Entities

This Plan of Merger shall be approved by the members of the LLC, as required under the Delaware Law, and by the Board of Directors and shareholders of the SURVIVING ENTITY, as required under the Florida Law. If duly adopted by the Board of Directors of the SURVIVING ENTITY and by the requisite vote of the Shareholders, as members of the LLC and the SURVIVING ENTITY, then, subject to Article XI hereinbelow, Articles of Merger meeting the requirements of Florida Law shall be filed immediately in the appropriate office in Florida and a Certificate of Merger meeting the requirements of Delaware Law shall be filed immediately in the appropriate office in Delaware.

ARTICLE VIII
Effective Date

The merger of the LLC into the SURVIVING ENTITY shall become effective as of January 1, 2003 (the "Effective Date").

ARTICLE IX
Covenants of the LLC

The LLC covenants and agrees that (a) it will not further amend its Articles of Organization prior to the Effective Date; and (b) it will not issue any new membership interests or any rights to acquire any membership interests prior to the Effective Date.

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ARTICLE X
Covenants of the SURVIVING ENTITY

The SURVIVING ENTITY covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE XI
Termination

Anything to the contrary herein or elsewhere notwithstanding, this Plan of Merger may be terminated and abandoned by the Board of Directors of the SURVIVING ENTITY or by the members of the LLC at any time prior to the filing of any Articles of Merger for any reason or for no reason.

ARTICLE XII
Counterparts

This Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Plan of Merger has caused this Plan of Merger to be executed by its duly authorized representative on the day and year above written.

THE SURVIVING ENTITY:

MANKO DELIVERY SYSTEMS, INC.,
a Florida corporation

By: John T. Benko
John T. Benko, President

THE LLC:

MANKO, LLC, a Delaware
limited liability company

By: John T. Benko
John T. Benko, Member

-and-

By: Gregory V. Manny
Gregory V. Manny, Member

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