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MERGER OR SHARE EXCHANGE

DAVID E. GONZALES CORPORATION (FL)

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Merger
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**ARTICLES AND PLAN OF MERGER
OF
DAVID E. GONZALES CORPORATION
AND
DAVID E. GONZALES CORPORATION (FL)**

Pursuant to the provisions of Section 607.1101, et. seq., of the Florida General Corporation Act and the provisions of The Maryland General Corporation Law, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The Board of Directors of David E. Gonzales Corporation directed the Secretary of the corporation to prepare a written notice of the time, place and purpose of a meeting of stockholders of David E. Gonzales Corporation to take action upon the proposed merger and the terms and conditions thereof and to furnish a copy of said notice to all of the stockholders of David E. Gonzales Corporation entitled to vote upon the proposed Articles of Merger, unless said stockholders shall duly waive notice of the meeting.

2. The following Plan of Merger was recommended by the directors and approved by the stockholders at a joint meeting of the directors and stockholders of each of the undersigned corporations, respectively, all on October 13, 2003, to wit: David E. Gonzales Corporation (FL), a Florida corporation (hereinafter referred to as the "Surviving Corporation"); and David E. Gonzales Corporation, a Maryland corporation, (hereinafter referred to as the "Absorbed Corporation") in the manner prescribed by the Florida General Corporation Act and in accordance with the provisions of The Maryland General Corporation Law:

PLAN OF MERGER

Section One. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation.

Section Two. Terms and Conditions. On the Effective Date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporations into shares, rights, obligations and other securities of the Surviving Corporation is as follows:

(a) All shares of the common stock of David E. Gonzales Corporation, issued and outstanding on the Effective Date of the merger shall be converted into an equal number

of shares of the common stock of David E. Gonzales Corporation (FL), which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the Effective Date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the Effective Date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

Section Four. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date of the merger.

Section Five. Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date of the merger.

Section Six. Directors and Officers. The directors and officers of the Surviving Corporation on the Effective Date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger, and except that certain real property may be distributed to shareholders of the Surviving Corporation and the Absorbed Corporations respectively.

Section Eight. Approval by Stockholders and Directors. This Plan of Merger has been duly recommended, approved and adopted by all of the stockholders and directors of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings held by the stockholders and directors of each constituent corporation.

Section Nine. Effective Date of Merger. The Effective Date of this merger shall be as of the beginning of the day on October 20, 2003.

4. The principal office of David E. Gonzales Corporation in the State of Maryland is located in Baltimore County, 8422 Bellona Lane, Suite 100, Towson, Maryland 21204. The name and the address of the resident agent of David E. Gonzales Corporation in the State of Maryland is Jerry Collidge, Suite 107, Elliott Building, 10 Gerard Avenue, Timonium, Maryland 21093.

David E. Gonzales Corporation owns no interest in land in the State of Maryland.

5. The principal office of David E. Gonzales Corporation (FL) in the State of Florida is located in Duval County, 8016 Acorn Ridge Road, Jacksonville, Florida 32256. The name and the address of the registered agent of David E. Gonzales Corporation (FL) in the State of Florida is Michael N. Schneider, Ansbacher & Schneider, P.A., 5150 Belfort Road, Building 100, Jacksonville, FL 32256.

David E. Gonzales Corporation (FL) owns no interest in land in the State of Maryland.

6. As to each of the undersigned corporations, the number of shares outstanding and entitled to vote and the designation and number of shares of each class entitled to vote as a class, if any, are as follows:

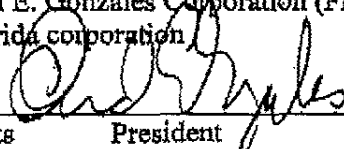
<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Par Value</u>
David E. Gonzales Corporation	100	\$0.00
David E. Gonzales Corporation (FL)	100	\$1.00

7. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, if any, the number of shares voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>
David E. Gonzales Corporation (FL)	100	0	100
David E. Gonzales Corporation	100	0	100

IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of the undersigned President of David E. Gonzales Corporation, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information and belief; and these Articles of Merger are hereby signed for and on behalf of the undersigned President of David E. Gonzales Corporation (FL), who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information and belief.

David E. Gonzales Corporation (FL)
a Florida corporation

By: 

Its

President

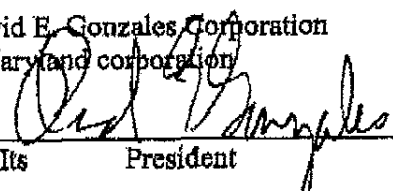
Attest: 

Print name.. DAVID E. GONZALES.....

Secretary, David E. Gonzales Corporation (FL)

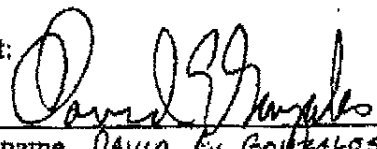
"SURVIVING CORPORATION"

David E. Gonzales Corporation
a Maryland corporation

By: 

Its

President

Attest: 

Print name.. DAVID E. GONZALES.....

Secretary, David E. Gonzales Corporation

"ABSORBED CORPORATION"