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(Requestor's Name)

(Address)

Susan G. Byrne

(Name of person)

Stein, Sperling, et al.

(Name of firm/company)

25 West Middle Lane

(Address)

Rockville, Maryland 20850

(Document Number)

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Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9/14/04
merger
38

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Trylon Partners Florida, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan G. Byrne

(Name of person)

Stein, Sperling, et al.

(Name of firm/company)

25 West Middle Lane

(Address)

Rockville, Maryland 20850

(City/state and zip code)

For further information concerning this matter, please call:

Susan Byrne

(Name of person)

at (301)

838-3296

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
TRYLON PARTNERS, INC.

Articles of Merger effective the 30th day of June, 2004, or at such later date as required by law, by and between Trylon Partners, Inc., a Maryland corporation (hereinafter referred to as the "Acquired Corporation"), and TRYLON PARTNERS FLORIDA, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation").

THIS IS TO CERTIFY:

FIRST: The name, post office address and principal place of business of Surviving Corporation are:

TRYLON PARTNERS FLORIDA, INC.
29 Somerset Drive
Palm Beach Gardens, Florida 33418

SECOND: The name and state of incorporation of each corporation party to these Articles of Merger are as follows:

Acquired Corporation is TRYLON PARTNERS, INC., a corporation organized under the laws of the State of Maryland.

Surviving Corporation is TRYLON PARTNERS FLORIDA, INC., a corporation organized under the general laws of the State of Florida.

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A and made a part hereof, was unanimously approved and adopted by all of the Directors and Shareholders of the Acquired Corporation and the Surviving Corporation on 30 June, 2004.

FOURTH: The location of the principal office of the Acquired Corporation is 6817 Capri Place, Bethesda, Maryland 20817.

FIFTH: The location of the principal office of the Surviving Corporation is 29 Somerset Drive, Palm Beach Gardens, Florida 33418.

SIXTH: Pursuant to the Agreement and Plan of Merger, all issued and outstanding shares of the Acquired Corporation will be acquired by the Surviving Corporation, by means of a merger of the Acquired Corporation and the Surviving Corporation.

SEVENTH: Pursuant to Section 607.1105 of the Florida Business Act and Section 3-111 of the Corporations and Associations Articles of the *Annotated Code of Maryland*, the merger shall be effective as of the date of filing the Articles of Merger with the Secretary of State for each jurisdiction.

EIGHTH: The Surviving Corporation may be served with process in this state in any proceeding for the enforcement of any obligation of Acquired Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of Acquired Corporation against the Surviving Corporation. The Surviving Corporation hereby irrevocably appoints Michael Muntner as its agent to accept service of process in any such proceeding. Such service of process shall be mailed to 29 Somerset Drive, Palm Beach Gardens, Florida 33418. The Surviving Corporation agrees to promptly pay to the dissenting shareholders of the Acquired Corporation the amount, if any, to which they are entitled under the provisions of the Code with respect to the rights of dissenting shareholders.

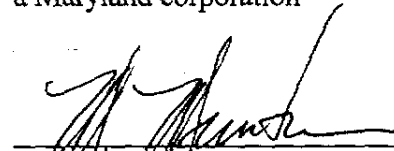
IN WITNESS WHEREOF, TRYLON PARTNERS, INC., a Maryland corporation, and TRYLON PARTNERS FLORIDA, INC., a Florida corporation, parties to these Articles of Merger, have caused these Articles of Merger to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Merger by its president and attested by the secretary or an assistant secretary, effective the 30th day of June, 2004.

ATTEST:

TRYLON PARTNERS, INC.,
a Maryland corporation


Judith A. Muntner, Secretary

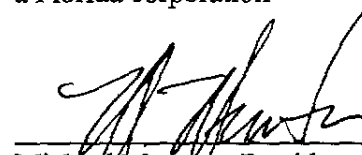
By


Michael Muntner, President

TRYLON PARTNERS FLORIDA, INC.,
a Florida corporation


Judith A. Muntner, Secretary

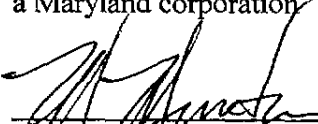
By


Michael Muntner, President

THE UNDERSIGNED, President of Trylon Partners, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a party, hereby acknowledges in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

TRYLON PARTNERS, INC.,
a Maryland corporation

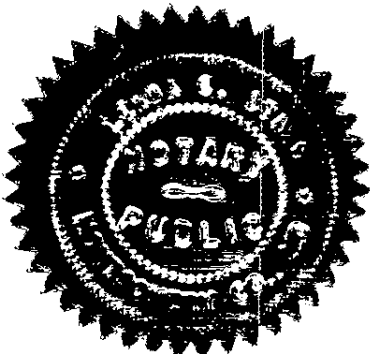
By

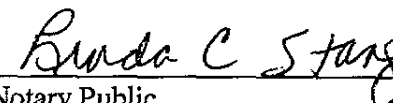

Michael Muntner, President

STATE OF MARYLAND:
COUNTY OF MONTGOMERY:

I HEREBY CERTIFY that on August 19, 2004, before me, a Notary Public of the State of Maryland, personally appeared Michael Muntner, known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, who acknowledged himself to be the President of Trylon Partners, Inc., a Maryland corporation (the "Corporation") and that he, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as such officer.

WITNESS my hand and Notarial Seal.



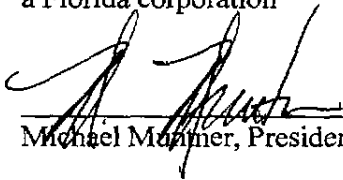

Notary Public
My Commission Expires:

LINDA C. STANG
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires April 29, 2008

THE UNDERSIGNED, President of Trylon Partners Florida, Inc., a Florida corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a party, hereby acknowledges in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

TRYLON PARTNERS FLORIDA, INC.,
a Florida corporation

By


Michael Muntner, President

STATE OF MARYLAND:
COUNTY OF MONTGOMERY:

I HEREBY CERTIFY that on August 19, 2004, before me, a Notary Public of the State of Maryland, personally appeared Michael Muntner known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, who acknowledged himself to be the President of Trylon Partners Florida, Inc., a Florida corporation (the "Corporation") and that he, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by herself as such officer.

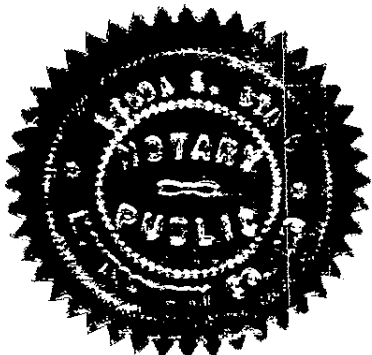
WITNESS my hand and Notarial Seal.



Notary Public

My Commission Expires:

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LINDA C. STANG
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires April 29, 2008

**PLAN AND AGREEMENT OF MERGER
AND REORGANIZATION OF FOREIGN CORPORATION
INTO DOMESTIC CORPORATION**

Plan and Agreement of Merger and Reorganization made as of this 30th day of June, 2004, between Trylon Partners, Inc., a Maryland corporation, hereinafter called "Trylon", and Trylon Partners Florida, Inc., a Florida corporation, hereinafter called "Trylon Florida" and sometimes "Successor."

WHEREAS, Trylon has an authorized capital stock consisting of 5,000 shares of common stock, \$1.00 par value, of which 2,000 shares have been duly issued and are now outstanding; and

WHEREAS, Trylon Florida has an authorized capital stock consisting of 2,000 shares of common stock, \$1.00 par value, of which 1,000 shares have been duly issued and are now outstanding; and

WHEREAS, the Board of Directors of Trylon and Trylon Florida, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that Trylon merge with Trylon Florida under and pursuant to the provisions of the Corporations and Associations Article of the *Annotated Code of Maryland* and the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **Merger.** Trylon will be and it hereby is merged into Trylon Florida pursuant to Articles of Merger as set forth on Appendix A hereto.
2. **Effective Date.** This Plan and Agreement of Merger and Reorganization shall become effective on 30 June, 2004, following the filing of the Articles of Merger in compliance with the laws of the State of Maryland and the State of Florida, the time of such effectiveness being hereinafter called the Effective Date.
3. **Surviving Corporation.** Trylon Florida shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of Trylon shall cease forthwith upon the Effective Date.
4. **Authorized Capital.** The authorized capital stock of Trylon Florida following the Effective Date shall be 2,000 shares of Common Stock, \$1.00 par value, unless and until the same shall be changed in accordance with the laws of the State of Florida.

5. **Articles of Incorporation.** The Articles of Incorporation set forth as Appendix B hereto shall be the Articles of Incorporation of Trylon Florida following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof and the Florida Business Corporation Act, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or such law or herein upon any shareholder or director or officer of Trylon Florida or upon any other persons whomsoever are subject to such power to amend. Such Articles of Incorporation shall constitute the Articles of Incorporation of Trylon Florida separate and apart from this Plan and Agreement of Merger and Reorganization and may be separately certified as the Articles of Incorporation of Trylon Florida.
6. **Bylaws.** The bylaws of Trylon as they exist on the Effective Date shall be the bylaws of Trylon Florida following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.
7. **Board of Directors and Officers.** The members of the Board of Directors and the officers of Trylon Florida immediately after the Effective Date shall be those persons who were the members of the Board of Directors and the officers, respectively, of Trylon immediately prior to the Effective Date, and such persons shall serve in such offices, respectively, for the terms provided by law or in the bylaws, or until their respective successors are elected and qualified.
8. **Further Assurance of Title.** If at any time Trylon Florida shall consider or be advised that any acknowledgements or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Trylon Florida any right, title or interest of Trylon held immediately prior to the Effective Date, Trylon and its proper officers and directors shall and will execute and deliver all such acknowledgements or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in Trylon Florida as shall be necessary to carry out the purposes of this Plan and Agreement of Merger and Reorganization, and Trylon Florida and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Trylon or otherwise.
9. **Conversion of Outstanding Stock.** The manner and basis of converting or exchanging the issued stock of Trylon into Trylon Florida and the treatment of any stock of Trylon not to be so converted or exchanged on the Effective Date shall be as follows:

- A. Each share of Trylon Common Stock, if any, which remains unissued on the Effective Date of this merger shall be canceled.
- B. Each share of Trylon Florida Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of Trylon Florida Common Stock.
- C. Each share of Trylon Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged by Successor into one (1) share of Trylon Florida Common Stock.
- D. No fractional shares will arise as a result of the merger transaction described herein.
- E. After the merger transaction described herein shall have become effective, each holder of an outstanding certificate or certificates theretofore representing Trylon Common Stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefore a certificate or certificates representing the number of shares of Trylon Florida Common Stock into which the Trylon Common Stock represented by the certificate or certificates so surrendered shall have converted or exchanged by the provisions hereof.

Until such surrender, Trylon Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of Trylon Florida Common Stock to be delivered with respect to such shares of such capital stock. Unless or until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of Trylon Common Stock or Trylon Florida Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates of Trylon Common Stock, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of Trylon Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of Trylon Common Stock or Trylon Florida Common Stock.

If any holder of an outstanding certificate or certificates representing Trylon Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as Trylon shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of Trylon, Successor shall

treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing Trylon Common Stock.

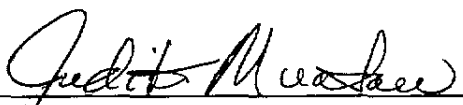
10. **Rights and Liabilities of Trylon Florida.** At and after the Effective Date, Trylon Florida shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the parties hereto; all debts due to Trylon or whatever account shall be vested in Trylon Florida; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of Trylon Florida as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in Trylon shall not revert or be in any way impaired by reason of the merger, but shall be vested in Trylon Florida; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities and duties of the respective parties hereto at the Effective Date; all debts, liabilities and duties of the respective parties hereto shall thenceforth attach to Trylon Florida and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and Trylon Florida shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.
11. **Service of Process on Trylon Florida.** Trylon Florida agrees that it may be served with process in the State of Maryland in any proceeding for enforcement of any obligation of Trylon as well as for the enforcement of any obligation of Trylon Florida arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the provisions of the Corporations and Associations Article of the *Annotated Code of Maryland* and the Florida Business Corporation Act.
12. **Termination.** This Plan and Agreement of Merger and Reorganization may be terminated and abandoned by action of the Board of Directors of Trylon at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

[signature page to follow]

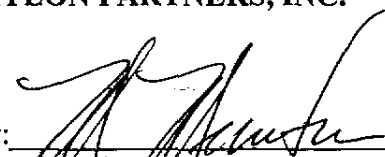
IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan and Agreement of Merger and Reorganization to be executed.

ATTEST:

TRYLON PARTNERS, INC.

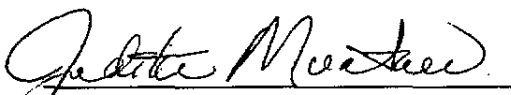

Judith A. Muntner, Secretary

By:

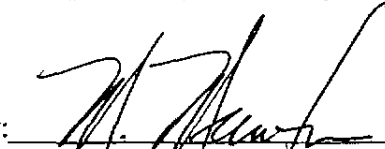

Michael Muntner, President

ATTEST:

TRYLON PARTNERS FLORIDA, INC.


Judith A. Muntner, Secretary

By:


Michael Muntner, President

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ARTICLES OF INCORPORATION

OF

TRYLON PARTNERS FLORIDA, INC.

04 AUG 30 1972
SECRET
DIVISION

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is: "Trylon Partners Florida, Inc."

SECOND: The principal place of business and mailing address of the Corporation is: 29 Somerset Drive, Palm Beach Gardens, Florida 33418.

THIRD: The purposes for which the Corporation is organized are to engage in business and investment consulting; and to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The number of shares that the Corporation is authorized to issue is 2,000, all of which are of a par value of one dollar (\$1.00) each and are of the same class and are Common shares.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is: 29 Somerset Drive, Palm Beach Gardens, Florida 33418.

The name of the initial registered agent of the Corporation at the said registered office is: Michael Muntner.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

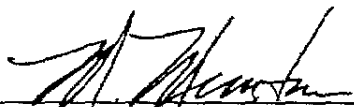
Michael Muntner

29 Somerset Drive, Palm Beach Gardens, Florida 33418

SEVENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote or

shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holder such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall insure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, the undersigned, as the incorporator, has signed these Articles of Incorporation this 30th day of June, 2004, and acknowledge same to be his act,


Michael Muntnet

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michael Muntnet

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DIVISION OF CORPORATE FILINGS
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