

P05000001991

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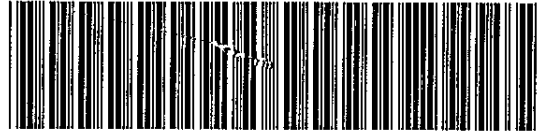
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Merger cc  
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FILED  
05 AUG 30 AM 9:55  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Schar Holdings, Inc.  
\_\_\_\_\_  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ronald S. Kochman  
\_\_\_\_\_  
(Name of person)

Kochman Braun & Ziska PLC  
\_\_\_\_\_  
(Name of firm/company)

222 Lakeview Avenue, Suite 950  
\_\_\_\_\_  
(Address)

West Palm Beach, Florida 33401  
\_\_\_\_\_  
(City/state and zip code)

For further information concerning this matter, please call:

Ronald S. Kochman at ( 561 ) 802-8960  
\_\_\_\_\_  
(Name of person) (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

**ARTICLES OF MERGER**  
**(Profit Corporations)**

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Schar Holdings, Inc.	Florida	P05000001991

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Schar Holdings, Inc.	Virginia	

**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 January 1, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 1, 2005 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:

<u>Name</u>	<u>Jurisdiction</u>
Schar Holdings, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Schar Holdings, Inc.	Virginia

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

**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)*

**PLAN OF MERGER OF SCHAR HOLDINGS, INC., a Virginia stock corporation,  
WITH AND INTO SCHAR HOLDINGS, INC., a Florida stock corporation**

This Plan of Merger of Schar Holdings, Inc., a Virginia stock corporation with and into Schar Holdings, Inc., a Florida stock corporation, dated the 15 day of JAN., 2005, states as follows:

(a) Schar Holdings, Inc., a Virginia stock corporation ("SHI Virginia"), shall be merged with and into Schar Holdings, Inc., a Florida stock corporation ("SHI Florida") (the "Survivor"), for all tax and accounting purposes as of the 15 day of JAN., 2005 (the "Effective Date").

(b) This merger is permitted under the laws of the State of Florida and has complied with all necessary requirements under Florida law.

(c) As of the Effective Date, SHI Florida shall succeed to all of the assets and liabilities of SHI Virginia.

(d) As of the Effective Date, each shareholder of SHI Virginia also owns the same percentage of outstanding capital stock of SHI Florida. Therefore, as a result of the merger, no additional property, shares, other securities or consideration of any type will be distributed or issued to each shareholder as a result of the merger.

(e) All shares of SHI Virginia shall be canceled.

(f) All shares of SHI Florida, the surviving corporation, shall remain unaffected by the terms of this merger.

(g) There will be no alteration or amendments in, or any restatement of, the Articles of Incorporation or By-Laws of SHI Florida, the surviving corporation, as a result of the merger. Until altered, amended, or repealed as therein provided, the By-Laws of SHI Florida shall be the By-Laws of the surviving corporation.

(h) The first annual meeting of the shareholders of SHI Florida, the surviving corporation, held after the Effective Date of the merger shall be the next annual meeting provided by the By-laws of SHI Florida.

(i) All persons who, at the date when the merger shall become effective, shall be officers of SHI Florida shall be and remain in the respective offices of the SHI Florida, the surviving corporation, until the board of directors of SHI Florida shall elect their respective successors.

(j) Upon the merger becoming effective, the separate existence of SHI Virginia shall cease and said corporation shall be merged into SHI Florida, the surviving

corporation, and SHI Florida, the surviving corporation, shall possess all the rights, privileges, powers, and franchises and all property, real, personal and mixed, and all debts due to each said corporation on whatever account, or belonging to each said corporation, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises, and each and every other interest shall be thereafter effectually become the property of SHI Florida, the surviving corporation, as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reasons of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities, and duties of SHI Virginia shall thenceforth attach to the said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(k) If at any time SHI Florida, the surviving corporation, shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest the title to any proper officers and directors of SHI Florida at the effective date of the merger shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in SHI Florida, the surviving corporation, and otherwise to carry out the purpose of this Plan of Merger.

(l) The constituent corporations intend that the merger constitute a tax-free reorganization within the meaning of section 368(a)(1)(A) of the Internal Revenue Code.