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(((H06000140205 3)))

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MERGER OR SHARE EXCHANGE

ANBAR, INC.

Certificate of Status	0
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H 06 000140205 3

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ANBAR, INC.</u>	<u>Florida</u>	<u>P06000064076</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ANBAR, INC.</u>	<u>Illinois</u>	<u>52682401</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 after merger file date.)

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 05/08/2006

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 05/08/2006

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)

H 06 000140205 -3

H 06000140205 3

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
ANBAR, INC.	ILLINOIS

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
ANBAR, INC.	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Plan of Merger

(Attach additional sheets if necessary)

H 06000140205 3

H 06000140205-3

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

See attached Plan of Merger

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached Plan of Merger

H 06000140205-3

H 06 000 140205-3

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger") is made and entered into as of May 8, 2006 by and between Anbar, Inc., an Illinois corporation ("Anbar IL"), and Anbar, Inc., a Florida corporation ("Anbar FL").

WHEREAS, Anbar IL is a corporation duly organized and existing under the laws of the State of Illinois;

WHEREAS, Anbar FL is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, as of the date of this Plan of Merger, Anbar IL has authority to issue 100,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding;

WHEREAS, as of the date of this Plan of Merger, Anbar FL has authority to issue 100,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding;

WHEREAS, the respective Boards of Directors of Anbar IL and Anbar FL have determined that, for the purpose of effecting the reincorporation of Anbar IL in the State of Florida, it is advisable and to their advantage and the advantage of their respective shareholders that Anbar IL merge with and into Anbar FL as permitted by the Illinois Business Corporation Act (the "IBCA") and the Florida Business Corporation Act (the "FBCA") and upon the terms and conditions provided herein;

WHEREAS, as a result of the Merger (as defined below), each share of common stock of Anbar IL issued and outstanding immediately prior to the Merger will be converted into a share of common stock of Anbar FL;

WHEREAS, it is intended that the Merger will qualify as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, and the rule and regulations promulgated thereunder; and

WHEREAS, the respective Board of Directors of Anbar IL and Anbar FL have approved this Plan of Merger and have directed that this Plan of Merger be submitted to the vote of their respective shareholders.

NOW, THEREFORE, the parties do hereby adopt the plan of reorganization encompassed by this Plan of Merger and direct that this Plan of Merger be submitted to the vote of their respective shareholders.

1. Terms and Conditions

1.1 Merger. Subject to approval of the shareholders of Anbar IL, Anbar IL shall be merged with and into Anbar FL (the "Merger") in accordance with the applicable provisions of the IBCA and the FBCA. Anbar FL shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida.

H 06 000 140205 3

H 06000140205-9

1.2 Effective Date. The Merger shall be effective upon the filing of Articles of Merger with both the Secretary of State of the State of Florida and the Secretary of State of the State of Illinois (the "Effective Date").

1.3 Succession. Upon the Effective Date, Anbar FL shall succeed to all of the rights, privileges, debts, liabilities, powers and property of Anbar IL in the manner of and as more fully set forth under the applicable provisions of the FBCA. All rights of creditors of Anbar IL and all liens upon any property of Anbar FL shall be preserved unimpaired, and all debts, liabilities and duties of Anbar IL shall attach to Anbar FL and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

1.4 Common Stock of Anbar IL. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock, no par value, of Anbar IL outstanding immediately prior thereto shall be changed and converted into one fully paid and non-assessable share of the common stock of Anbar FL, no par value.

1.5 Common Stock of Anbar FL. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, the 1,000 shares of common stock, no par value, of Anbar FL outstanding immediately prior thereto shall be canceled and returned to the status of authorized but unissued shares.

1.6 Stock Certificates. Upon and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of common stock, no par value, of Anbar IL shall be deemed for all purposes to evidence ownership of and to represent the shares of common stock, no par value, of Anbar FL into which the shares of Anbar IL represented by such certificates have been converted as herein provided. The registered owner on the books and records of Anbar FL of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to Anbar FL, have and shall be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of Anbar FL evidenced by such outstanding certificate as provided above.

2. Charter Documents, Directors and Officers

2.1 Articles of Incorporation and By-laws. The Articles of Incorporation of Anbar FL in effect on the Effective Date shall continue to be the Articles of Incorporation of Anbar FL, the surviving entity in the Merger. The By-laws of Anbar FL in effect on the Effective Date shall continue to be the By-laws of Anbar FL, the surviving entity in the Merger. The corporate name of the surviving entity shall be "Anbar, Inc."

2.2 Directors. The directors of Anbar FL in office immediately prior to the Effective Date shall be the directors of Anbar FL on and after the Effective Date. Such directors of Anbar FL shall hold office for the terms as in effect immediately prior to the Effective Date, and until their successors are elected and qualified or their prior resignation, removal or death.

2.3 Officers. The officers of Anbar FL shall be the officers of Anbar FL upon the Effective Date and shall serve until their successors are elected and qualified or their prior resignation, removal or death.

H 06000140205-3

H06000140205-3

3. Miscellaneous

3.1 Further Assurances. From time to time, as and when required by Anbar FL or by its successors and assigns, there shall be executed and delivered on behalf of Anbar IL such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action as shall be appropriate or necessary in order to vest or perfect, or to conform of record or otherwise, in Anbar FL the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of Anbar IL, and otherwise to carry out the purposes of this Plan of Merger, and the officers and directors of Anbar FL are fully authorized in the name of and on behalf of Anbar IL or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 Amendments. At any time before or after approval by the shareholders of Anbar IL and Anbar FL, this Plan of Merger may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Anbar IL and Anbar FL to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of this Plan of Merger.

3.3 Abandonment. At any time before the Effective Date, this Plan of Merger may be terminated and the Merger may be abandoned by the Board of Directors of either Anbar IL or Anbar FL or both, notwithstanding the approval of this Plan of Merger by the shareholders of Anbar IL and Anbar FL.

3.4 Counterparts. In order to facilitate the filing and recording of this Plan of Merger, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

3.5 Governing Law. This Agreement shall be governed by the laws of the State of Florida, excluding applicable conflict-of-laws principles, except to the extent the laws of the State of Illinois must be applied pursuant to the relevant conflict-of-laws principles.

3.6 Headings. The headings of various sections herein are inserted for convenience or reference only and are not intended to be a part of or to affect the meaning or interpretation of this Plan of Merger.

H06000140205 3

H06000140205-3

IN WITNESS WHEREOF, this Plan of Merger, having first been duly approved by the Boards of Directors of Anbar IL and Anbar FL, is hereby executed on behalf of each said corporation.

ANBAR, INC.,
an Illinois corporation


Andrew M. Jarnel, President

ANBAR, INC.,
a Florida corporation


Andrew M. Jarnel, President

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H06000140205 3