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## MERGER OR SHARE EXCHANGE

Pelican Wire Company of Southwest Florida, Inc.

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF MERGER OF  
PELICAN WIRE COMPANY, INC.  
WITH AND INTO  
PELICAN WIRE COMPANY OF SOUTHWEST FLORIDA, INC.**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, and jurisdiction, of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Pelican Wire Company of Southwest Florida, Inc., 3650 Shaw Blvd., Naples, FL 34117	Florida	P08000021589

**SECOND:** The exact name, street address of its principal office, and jurisdiction for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Pelican Wire Company, Inc. The Company Corporation 2711 Centerville Road, Ste. 400 Wilmington, Delaware, 19808	Delaware Florida Registration	0835413 844880
Pelican Wire Company of Southwest Florida, Inc., 3650 Shaw Blvd., Naples, FL 34117	Florida	P08000021589

**THIRD:** The attached Agreement and Plan of Merger, attached hereto, meets the requirements of Article XI of the Business Corporation Act.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department

**FIFTH:** The Agreement and Plan of Merger was adopted by the Board of Directors and the shareholders of the surviving corporation on March 5, 2008.

**SEVENTH:** The Agreement and Plan of Merger was adopted by the Board of Directors and the shareholders of the merging corporation on March 5, 2008.

PELICAN WIRE COMPANY, INC.  
A Delaware corporation,  
Merging Entity

*Larry G. Bill*  
Larry G. Bill, Its President

PELICAN WIRE COMPANY OF  
SOUTHWEST FLORIDA, INC.  
a Florida corporation,  
Surviving Entity

By: *Larry G. Bill*  
Larry G. Bill, Its President

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER dated March 5, 2008, between PELICAN WIRE, COMPANY OF SOUTHWEST FLORIDA, INC., a Florida Corporation, (the "Surviving Corporation"), and PELICAN WIRE COMPANY, INC. a Delaware Close Corporation, (the "Merged Corporation"), is submitted in compliance with Article XI of the Florida Business Corporation Act and the provisions of the Delaware General Corporation Law under Title 8 Section 252.

WITNESSETH:

WHEREAS, the Articles of Incorporation of Surviving Corporation were filed in the office of the Secretary of State of Florida on February 28, 2008;

WHEREAS, the Certificate of Incorporation of Merged Corporation were filed in the office of the Secretary of State of Delaware on March 9, 1977;

WHEREAS, the shareholders and directors of Surviving Corporation and the shareholders and directors of Merged Corporation have authorized the merger of Merged Corporation into Surviving Corporation pursuant to the Agreement and Plan of Merger set forth herein, in the manner prescribed by applicable Florida and Delaware law;

NOW THEREFORE, the merger of Merged Corporation into Surviving Corporation shall be accomplished as follows:

**ARTICLE I**  
Merger

Effective as of the date of filing of the Articles of Merger in the state of Florida (the "Effective Date"), Merged Corporation shall be merged into Surviving Corporation and the separate existence of Merged Corporation shall cease (the "Merger").

**ARTICLE II**  
Articles of Incorporation and Bylaws and Name

The Articles of Incorporation and Bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger. Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Surviving Corporation adopts the following amendment to Article I of the Articles of Incorporation effective as of the Effective Date:

"FIRST: The name of the corporation is PELICAN WIRE COMPANY, INC."

**ARTICLE III**  
Manner of Converting Shares

(a) By virtue of the merger of the Merged Corporation into the Surviving Corporation, and without any action on the part of the Surviving Corporation, all shares

of common stock in the Merged Corporation shall be canceled and shall cease to exist from and after the Effective Date.

(b) On the Effective Date, by virtue of the merger and without any action on the part of any holder of any shares of stock of the Surviving Corporation, all issued and outstanding shares in the Surviving Corporation shall continue unchanged and remain outstanding as the shares of the Surviving Corporation.

(c) The transfer of books of the Merged Corporation shall be closed as of the close of business on the Effective Date and no transfer of record of any of the shares of capital stock of Merged Corporation shall take place thereafter.

(d) Any rights (if any) to acquire shares, obligations or other securities of Merged Corporation as of the Effective Date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.

ARTICLE IV  
Other Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The officers and directors of Surviving Corporation on the Effective Date shall remain as the officers of Surviving Corporation after the merger.

(b) The Surviving Corporation shall pay all expenses incident to this merger.

(c) Upon the Effective Date, the separate existence of Merged 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 Merged Corporation, without the necessity for any separate transfer. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired.

(d) Following the merger, Surviving Corporation shall cause a copy of the Articles of Merger and the Agreement and Plan of Merger, and such other documents as the officers and directors of the Surviving Corporation shall decide, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(e) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation according to the terms hereof, the title to any property or rights of Merged Corporation, the proper shareholders, directors, officers and/or agents of Merged Corporation shall execute and make all such proper assignments and assurances and do all things

necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE V
Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) In accordance Delaware General Corporation Law, this Agreement and Plan of Merger has been duly adopted and approved by written consent dated March 5, 2008, by the shareholders of Merged Corporation, and the undersigned directors of Merged Corporation have been authorized and directed to execute same.

(b) In accordance with the Florida Business Corporation Act, this Agreement and Plan of Merger has been duly adopted and approved by written consent dated March 5, 2008, by the shareholders of Merged Corporation and the undersigned directors of Surviving Corporation have been authorized and directed to execute same.

ARTICLE VI
Tax Treatment

The foregoing Agreement and Plan of Merger is a plan of reorganization, and is intended to qualify as a tax free reorganization of the constituent corporations within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the tax consequences of the Agreement and Plan of Merger shall be reported and applied in a manner consistent therewith.

THE PARTIES have caused this Agreement and Plan of Merger to be executed by their duly authorized Shareholders as of the day and year first above-written.

PELICAN WIRE COMPANY OF
SOUTHWEST FLORIDA, INC.,
a Florida Corporation
"Surviving Corporation"

PELICAN WIRE COMPANY, INC.
a Delaware Close Corporation
"Merged Corporation"

[Signature]
Larry G. Bill, Director

[Signature]
Larry G. Bill, Director

[Signature]
Theresa A. Bill, Director

[Signature]
Theresa A. Bill, Director

[Signature]
Theodore T. Bill, Director

[Signature]
Theodore T. Bill, Director