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**MERGER OR SHARE EXCHANGE
BARRY TAYLOR & ASSOCIATES INC.**

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Page Count	04
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

TRANSMITTER WAREHOUSE, INC.

with and into

BARRY TAYLOR & ASSOCIATES INC.

Pursuant to Sections 607.1101-1106 of the Florida Business Corporation Act (the "Florida Act") of the State of Florida, Transmitter Warehouse, Inc., a Florida corporation, and Barry Taylor & Associates Inc., a Florida corporation

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation/organization of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation/ Organization</u>	<u>FL ID No.</u>
Transmitter Warehouse, Inc.	Florida	P94000014583
Barry Taylor & Associates Inc.	Florida	P93000039392

SECOND: That the name of the surviving corporation of the merger of Transmitter Warehouse, Inc. (the "Merging Corporation") with and into Barry Taylor & Associates Inc. (the "Merger") is Barry Taylor & Associates Inc. (the "Surviving Corporation").

THIRD: A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with Section 607.1103 of the Florida Act and (ii) the Surviving Corporation in accordance with Section 607.1103 of the Florida Act. The Plan provides for the merger of the Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.

FOURTH: The Plan was recommended by (i) the Board of Directors of the Merging Corporation, and pursuant to Section 607.0704 of the Florida Act was unanimously approved and adopted by written consent of the Shareholders of the Merging Corporation on June __, 2013 and (ii) recommended by the Board of Directors of the Surviving Corporation, and pursuant to Section 607.0704 of the Florida Act was unanimously approved and adopted by written consent of the Shareholders of the Merging Corporation on June 30, 2013.

FIFTH: That the articles of incorporation of the Surviving Corporation shall be the articles of incorporation of the Surviving Corporation.

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SIXTH: That the Merger shall become effective upon the filing of this Articles of Merger with the Department of State of the State of Florida.

This Articles of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

Dated: June 20, 2013

TRANSMITTER WAREHOUSE, INC.

By: Barry Taylor
Name: Barry Taylor
Title: President

**BARRY TAYLOR & ASSOCIATES
INC.**

By: Barry Taylor
Name: Barry Taylor
Title: President

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**PLAN OF MERGER
OF
TRANSMITTER WAREHOUSE, INC.
WITH AND INTO
BARRY TAYLOR & ASSOCIATES INC.**

THE PLAN OF MERGER was approved on June 30, 2013 by Transmitter Warehouse, Inc. (the "Merging Corporation"), a corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors and Shareholders on said date, and approved on June 30, 2013 by Barry Taylor & Associates Inc., a corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors and Shareholders on said date. The names of the corporations planning to merge are Transmitter Warehouse, Inc., a business corporation organized under the laws of the State of Florida and Barry Taylor & Associates Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Transmitter Warehouse, Inc. plans to merge is Barry Taylor & Associates Inc. The merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act (the "Florida Act").

1. The Merging Corporation shall, pursuant to the provisions of the Florida Act, be merged with and into Barry Taylor & Associates Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name of "Barry Taylor & Associates Inc.", pursuant to the provisions of the Florida Act. The separate existence of the Merging Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Florida Act.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Articles of Incorporation of the surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Act.

3. The present bylaws of the surviving corporation shall be the bylaws of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

4. Each fully paid and nonassessable share of common stock, \$1.00 par value, of the non-surviving corporation issued and outstanding immediately prior to the effective date of the merger shall be converted into and become one share of common stock, \$1.00 par value of the surviving corporation.

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5. The Plan of Merger herein made and approved shall be submitted to the Shareholders of the non-surviving corporation and the Shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Act.

6. In the event that the Plan of Merger shall have been approved by the Shareholders entitled to vote of the non-surviving corporation and the Shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The board of directors and the proper officers of each of the non-surviving corporation and the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any provisions of this Plan of Merger or of the merger herein provided for.

8. This Plan of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger this 30 day of June, 2013.

TRANSMITTER WAREHOUSE, INC.

By: Barry Taylor
Name: Barry Taylor
Title: President

**BARRY TAYLOR & ASSOCIATES
INC.**

By: Barry Taylor
Name: Barry Taylor
Title: President

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