

PH000079631

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000115971 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (950) 205-0380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

06 APR 27 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

RECEIVED
06 APR 27 AM 8:00
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

The BullEk Holding Corporation

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$210.00

Electronic Filing Menu

Corporate Filing Menu

Help

Meryn CH
4-27-06

Apr 26 06 11:38a

Burns Harbor Est

FIS 928 8407

p.18

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Bullitt Holding Corporation
(Name of Filing Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Stephen Shaffer
(Contact Person)

Bullitt Holding Corporation
(Filing Company)

29 East 13th Street
(Address)

Saint Cloud, Florida 34708
(City/State and Zip Code)

For further information concerning this matter, please call:

Stephen Shaffer At (407) 592-1711
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

FIELD ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Apr 26 06 11:38a

Burns Harbor Est

219 926 8407

P.19

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:

Name	Jurisdiction	Document Number (if known/ applicable)
<u>The BUREK Holding Corporation</u>	<u>Florida</u>	<u>FB4000079891</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (if known/ applicable)
<u>The BUREK Corporation of New York</u>	<u>Florida</u>	<u>FB4000066288</u>
<u>The BUREK Corporation of Michigan</u>	<u>Florida</u>	<u>FB2000139228</u>
<u>The BUREK Corporation of Alabama</u>	<u>Florida</u>	<u>FB2000139215</u>
<u>Three Flags Properties, Inc.</u>	<u>Florida</u>	<u>J71321</u>
<u>The BUREK Corporation of South Carolina</u>	<u>Florida</u>	<u>FB5000084398</u>

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 21, 2006 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 April 21, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 APR 27 PM 12:56

FILED

Apr 28 06 11:42a

Burns Harbor Est

218 928 8407

p. 32

PLAN OF MERGER

This AGREEMENT OF MERGER dated as of April 27, 2006 (this "Agreement") is entered into between The BullEk Holding Corporation, a Florida corporation (herein "Surviving Corporation") and The BullEk Corporation of New York, a Florida corporation ("BullEk New York"), The BullEk Corporation of Michigan, a Florida corporation ("BullEk Michigan"), The BullEk Corporation of Alabama ("BullEk Alabama"), The BullEk Corporation of South Carolina, a Florida corporation ("BullEk South Carolina"), and Three Flags Properties, Inc., a Florida corporation ("Three Flags" and together with BullEk New York, BullEk Michigan, BullEk Alabama, and BullEk South Carolina, the "Merging Corporations").

Introduction

WHEREAS, the outstanding shares of capital stock of each of the Merging Corporations are wholly owned by Surviving Corporation; and

WHEREAS, Surviving Corporation and Merging Corporations desire to effect a merger pursuant to which (x) Merging Corporations will merge with and into Surviving Corporation, with Surviving Corporation surviving such merger and (y) each outstanding share of each Merging Corporation will be canceled and extinguished without consideration such that the total ownership and capitalization of Surviving Corporation immediately after the Merger shall be in the same relative proportions and amounts as the total ownership and capitalization of Merging Corporation shall be immediately prior to the merger.

Accordingly, in consideration of the foregoing premises and the respective agreements hereinafter set forth, and in order to set forth the terms and conditions of the merger and the mode of carrying the same into effect, the parties hereby agree as follows:

1. Merging Corporations shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporations shall be canceled without consideration.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporations shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and shall take all such action necessary or desirable to evidence or carry out this merger.
5. Surviving Corporation shall promptly pay to the dissenting shareholders of each Merging Corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.
5. The effect of the merger and the effective date of the merger are as proscribed by law.

Apr 28 06 11:43a

Burns Harbor Est

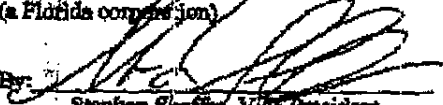
219 S28 8407

p.34

IN WITNESS WHEREOF the parties have executed this Agreement.


SURVIVING CORPORATION:

THE BULLEK HOLDING CORPORATION
(a Florida corporation)


By: 
Stephen Shaffer, Vice President

MERGING CORPORATIONS:

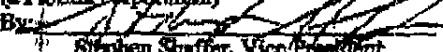
THE BULLEK CORPORATION OF NEW YORK
(a Florida corporation)

By: 
Stephen Shaffer, Vice President


THE BULLEK CORPORATION OF MICHIGAN
(a Florida corporation)

By: 
Stephen Shaffer, Vice President

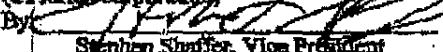
THE BULLEK CORPORATION OF ALABAMA
(a Florida corporation)

By: 
Stephen Shaffer, Vice President

THE BULLEK CORPORATION OF SOUTH CAROLINA
(a Florida corporation)

By: 
Stephen Shaffer, Vice President

THREE PLAGE PROPERTIES, INC.
(a Florida corporation)

By: 
Stephen Shaffer, Vice President