

Division of Corporations

Page 1 of 1

P97000094641

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

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From:

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Account Number : 076666002140
Phone : (813) 461-1818
Fax Number : (813) 441-8617

MERGER OR SHARE EXCHANGE

TYLER RETAIL SYSTEMS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Merger

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3-25-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

TYLER BUSINESS SYSTEMS, INC., a Florida corporation, 659284

INTO

TYLER RETAIL SYSTEMS, INC., a Florida corporation, P97000094641

File date: March 24, 1999

Corporate Specialist: Darlene Connell

Division of Corporations

Page 1 of 1

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Electronic Filing Menu

Corporate Filing

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 1999

TYLER RETAIL SYSTEMS, INC.
4625 EAST BAY DRIVE, STE. 201
CLEARWATER, FL 33764

SUBJECT: TYLER RETAIL SYSTEMS, INC.
REF: P97000094641

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE DATE OF INCORPORATION OF THE MERGING CORPORATION SHOULD READ MARCH 5, 1980, PLEASE CORRECT ON PAGE ONE.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000006815
Letter Number: 099A00014409

H99000006815 7

**ARTICLES OF MERGER AND
AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 1st day of March, 1999, by and between TYLER RETAIL SYSTEMS, INC., a Florida corporation and TYLER BUSINESS SYSTEMS, INC., a Florida corporation.

I - SURVIVING CORPORATION

TYLER RETAIL SYSTEMS, INC., a Florida corporation (the "Surviving Corporation")

Date of Incorporation: November 4, 1997

Capitalization: 1,000 shares authorized
common shares, \$.01 par value

99 shares outstanding

II - MERGING CORPORATION

TYLER BUSINESS SYSTEMS, INC., a Florida corporation (the "Merging Corporation").

Date of Incorporation: March 5, 1980

Capitalization: 10,000 shares authorized
common shares, \$.01 par value

80 shares outstanding

Prepared By:

David J. Ottinger, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0319120
(813) 461-1818

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WITNESSETH:**WHEREAS:**

1. The Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation and capitalization are described above; and

2. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation and capitalization are described above.

WHEREAS, the directors of the Surviving Corporation and the directors of the Merging Corporation deem it advisable that the Constituent Corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, the entire outstanding capital stock of the Constituent Corporations is held as follows:

<u>Name of Corporation</u>	<u>Stockholder</u>	<u>No. of Shares Held</u>
TYLER RETAIL SYSTEMS, INC.	SCOTT J. TYLER	33
	CRAIG H. TYLER	33
	TIMOTHY T. TYLER	33
TYLER BUSINESS SYSTEMS, INC.	SCOTT J. TYLER	22.25
	CRAIG H. TYLER	22.25
	TIMOTHY T. TYLER	22.25
	HENRY W. TYLER	22.25

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, that the Constituent Corporations shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Constituent Corporations shall be as hereinafter set forth.

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ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merging Corporation, on whatever account and other choses in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merging Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be TYLER RETAIL SYSTEMS, INC. The Certificate of Incorporation of the Surviving Corporation, as modified herein, shall, upon the Merger becoming effective, be the Certificate of Incorporation of the Surviving Corporation, as amended by this Agreement and Plan of Merger.

The capitalization of the Surviving Corporation upon the Merger becoming effective shall be 1,000 shares of common stock, \$.01 par value.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

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ARTICLE IV
OFFICERS AND STOCKHOLDERS OF SURVIVING CORPORATION

The Officers and Stockholders of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

OFFICERS:	SCOTT J. TYLER	President
	TIMOTHY T. TYLER	Vice President
	CRAIG H. TYLER	Secretary/Treasurer
DIRECTORS:	SCOTT J. TYLER	
	CRAIG H. TYLER	
	TIMOTHY T. TYLER	
	HENRY W. TYLER	
STOCKHOLDERS:	SCOTT J. TYLER	
	CRAIG H. TYLER	
	TIMOTHY T. TYLER	
	HENRY W. TYLER	

ARTICLE V
MANNER OF CONVERTING SHARES

The manner of converting the stock of the Constituent Corporations upon the Merger becoming effective shall be as follows:

A. Each share of common stock of the Merging Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be cancelled.

B. Thirty-three (33) shares of common stock of the Surviving Corporation will be issued to HENRY W. TYLER in exchange for his shares in the Merging Corporation. No further shares of common stock of the Merging Corporation will be issued due to the commonality of ownership by the other stockholders of the Merging Corporation and the Surviving Corporation.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT
OF SURVIVING CORPORATION

The registered office and registered agent of the Surviving Corporation is as follows: 4625 East Bay Drive, Suite 201, Clearwater, Florida 33764; Scott J. Tyler.

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ARTICLE VII
APPROVAL OF MERGER BY DIRECTORS

These Articles of Merger and Agreement and Plan of Merger has been approved by the directors of the Surviving Corporation and the directors and stockholders of the Merging Corporation on March 1, 1999 and March 1, 1999, respectively, in accordance with Chapter 607 of the Florida Statutes. The board of directors adopted the foregoing merger without shareholder action. Shareholder action was not required.

ARTICLE VIII
EFFECTIVE DATE OF MERGER

This Merger shall become effective on March 1, 1999, for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations has signed this Agreement under its corporate seal the day and year first above written.

SURVIVING CORPORATION:

TYLER RETAIL SYSTEMS, INC.
a Florida corporation

By: 

Scott J. Tyler
President

Attest: 

Craig H. Tyler
Secretary

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STATE OF FLORIDA)

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COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1 day of March, 1999, by SCOTT J. TYLER and CRAIG H. TYLER, as President and Secretary, respectively, of TYLER RETAIL SYSTEMS, INC., a Florida corporation, on behalf of the corporation. Said individual:

☒ (a) is personally known to me;

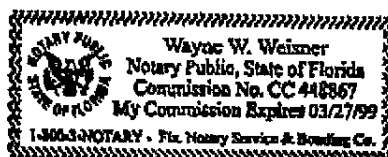
OR

☐ (b) has produced _____ (type of identification) as identification.

Wayne W. Weisner
(Signature of Notary Public)

Wayne W. Weisner
(Print, Type or Stamp
Commissioned Name of Notary Public)

Date of Expiration and Number
of Commission



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MERGING CORPORATION:

TYLER BUSINESS SYSTEMS, INC.
a Florida corporationBy: Scott J. Tyler
President

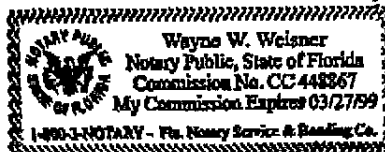
STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1 day of March, 1999, by SCOTT J. TYLER, as President of TYLER BUSINESS SYSTEMS, INC., a Florida corporation, on behalf of the corporation. Said individual:

☒ (a) is personally known to me;

OR

☐ (b) has produced _____ (type of identification) as identification.
(Signature of Notary Public)Wayne W. Weisner
(Print, Type or Stamp
Commissioned Name of Notary Public)Date of Expiration and Number
of Commission3/2/99 12:19 PM d-3
39064.98082
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