

594611

(Requestor's Name)

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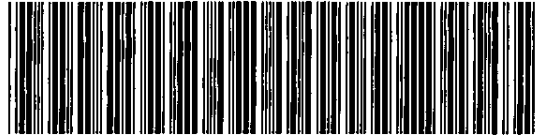
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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xcc 12-21  
er*

**J. DANIEL BREDE**  
**Professional Association**  
**Attorney at Law**

**Suite 201, East Building**  
**1900 N. W. Corporate Blvd.**  
**Boca Raton, Florida 33431**

**Telephone (561) 241-8996**  
**Facsimile (561) 241-7859**  
**jdbrede1@bellsouth.net**

December 19, 2007

Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, FL 32314

RE: MERGER OF FULLER CARE, INC. TO THE FULLER GROUP, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Merger and Plan of Merger of The Fuller Group, Inc. for the above referenced to be filed with the Secretary of State. The effective date of merger is December 31, 2007. Also enclosed is a check payable to the Secretary of State in the amount of \$70.00 and a check in the amount of \$8.75 for a certified copy. Please return to us a certified copy in the enclosed envelope.

Thank you and if you have any questions, please call.

Sincerely,



J. DANIEL BREDE

JDB:jmr  
Enclosure

cc: Mr. and Mrs. Fuller  
Keith Walton, CPA

**ARTICLES OF MERGER**  
**OF**  
**THE FULLER GROUP, INC.**

*eff*  
*12-31-07*

Pursuant to Chapter 607 of the Florida Statutes, the undersigned corporations do hereby consent to, adopt and subscribe to the following:

1. That the merger of FULLER CARE, INC., being document number V02497, into THE FULLER GROUP, INC., being document number S94611, take place effective December 31, 2007, pursuant to the attached Plan of Merger.

2. That these Articles of Merger shall be effective as of December 31, 2007.

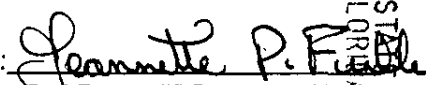
3. That all shareholders of THE FULLER GROUP, INC. have approved and adopted the Plan of Merger as written and attached hereto by written consent pursuant to Florida Statutes 607.0704.

4. That THE FULLER GROUP, INC. and FULLER CARE, INC., by and through their Shareholders and Directors, have each adopted the attached Plan of Merger, by Written Consent signed by all of them on December 4, 2007, to be effective December 31, 2007.

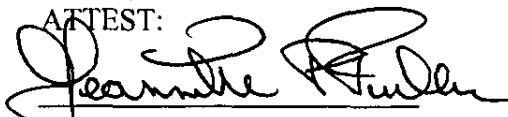
ATTEST:

  
JEANNETTE P. FULLER  
Secretary

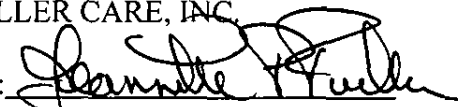
THE FULLER GROUP, INC.

BY:   
JEANNETTE P. FULLER  
Its President

ATTEST:

  
JEANNETTE P. FULLER  
Secretary

FULLER CARE, INC.

BY:   
JEANNETTE P. FULLER  
Its President

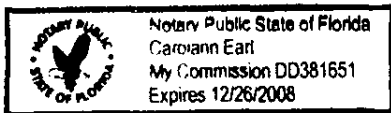
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
07 DEC 21 PM 1:31

FILED

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF PALM BEACH            )

Before me appeared JEANNETTE P. FULLER, President of THE FULLER GROUP, INC., to me well known and known to me to be the person described in and who executed the foregoing instrument, and swore to and acknowledged before me that she executed said instrument on behalf of said corporation for the purposes therein expressed.

WITNESS my hand and official seal, this 10<sup>th</sup> day of December, 2007.

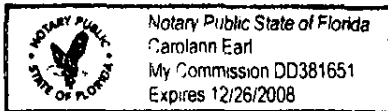


Carolann Earl  
Notary Public  
My Commission Expires:

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF PALM BEACH            )

Before me appeared JEANNETTE P. FULLER, President, of FULLER CARE, INC., to me well known and known to me to be the person described in and who executed the foregoing instrument, and swore to and acknowledged before me that she executed said instrument on behalf of said corporation for the purposes therein expressed.

WITNESS my hand and official seal, this 10<sup>th</sup> day of December, 2007.



Carolann Earl  
Notary Public  
My Commission Expires:

## PLAN OF MERGER

This Plan of Merger, to be effective as of December 31, 2007, is executed by THE FULLER GROUP, INC., a Florida corporation ("GROUP") and FULLER CARE, INC., a Florida corporation ("CARE").

1. The authorized capital stock of GROUP consists of 10,000 shares of \$1.00 par value common stock, of which 5,000 shares are issued and outstanding.
2. The authorized capital stock of CARE consists of 10,000 shares of \$1.00 par value common stock, of which 5,000 shares are issued and outstanding.
3. The Boards of Directors of GROUP and CARE, respectively, deem it desirable and in the best interest of the Corporations and their Shareholders that CARE be merged into GROUP.
4. As soon as this Agreement shall have been adopted and approved by the Shareholders of GROUP and CARE, and the Articles of Merger shall have been signed and filed with the Florida Department of State, thereupon CARE shall have been deemed to have merged within and into GROUP, which shall survive the merger, effective December 31, 2007.
5. The Board of Directors of GROUP shall be as set forth in its Articles of Incorporation, and the principal officers of GROUP shall be as set forth in its most recent minutes.
6. Upon the effective date of the merger, each holder of a stock certificate representing share ownership in CARE shall surrender such certificate. There will be no additional shares in GROUP issued to the Shareholders, since their respective holdings in GROUP and CARE are equal, as the following chart shows:

### PRESENT SHAREHOLDINGS

	<u>GROUP</u>	<u>CARE</u>
WILLIAM T. FULLER, JR.	450 shares	450 shares
JEANNETTE P. FULLER	2,550 shares	2,550 shares
ROBERT B. PARRIOTT	2,000 shares	2,000 shares

POST-MERGER SHAREHOLDINGS

	<u>GROUP</u>	<u>CARE</u> (non-existent)
WILLIAM T. FULLER, JR.	450 shares	0
JEANNETTE P. FULLER	2,550 shares	0
ROBERT B. PARRIOTT	2,000 shares	0

7. On the effective date of the merger, CARE shall cease to exist separately and shall be merged with and into GROUP in accordance with the provisions of this Agreement and with the effect provided in the Florida Business Corporation Act. On the effective date of the merger, GROUP shall possess all of the rights, privileges, and powers formerly vested in CARE. All property, real personal and mixed, and any debts of CARE shall vest in GROUP.

In witness whereof, GROUP and CARE have caused this Agreement to be signed in their respective corporate names by their duly authorized Presidents and Secretaries, pursuant to unanimous consent of their Shareholders, all as of the effective date first above written.

ATTEST:

THE FULLER GROUP, INC., a Florida corporation

BY: Jeannette P Fuller  
JEANNETTE P. FULLER, Its President

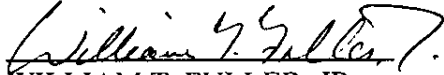
Jeannette P Fuller  
JEANNETTE P. FULLER  
Secretary

FULLER CARE, INC., a Florida corporation

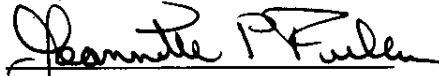
BY: Jeannette P Fuller  
JEANNETTE P. FULLER, Its President

Jeannette P Fuller  
JEANNETTE P. FULLER  
Secretary

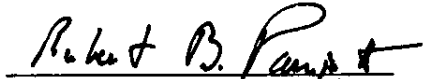
APPROVED BY SHAREHOLDERS AND DIRECTORS OF THE FULLER GROUP, INC.



WILLIAM T. FULLER, JR.  
Shareholder and Director

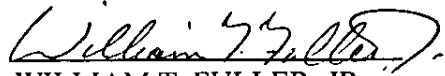


JEANNETTE P. FULLER,  
Shareholder and Director

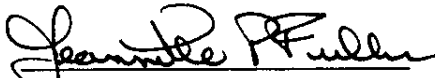


ROBERT B. PARRIOTT, Shareholder


APPROVED BY SHAREHOLDERS AND DIRECTORS OF FULLER CARE, INC.



WILLIAM T. FULLER, JR.  
Shareholder and Director



JEANNETTE P. FULLER,  
Shareholder and Director



ROBERT B. PARRIOTT,  
Shareholder