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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. Coullotte MAR 08 2004

**FOX, WACKEEN, DUNGEY,
SWEET, BEARD, SOBEL & MCCLUSKEY, L.L.P.**

Deborah B. Beard***
Richard J. Dungey*
M. Lanning Fox*
Michael J. McCluskey
Jack M. Sobel**
Gary L. Sweet
W. Thomas Wackeen**

1100 S. Federal Highway
P.O. Drawer 6
Stuart, Florida 34995-0006
(772) 287-4444
Fax (772) 220-1489
Jupiter (561) 744-6499
Port St. Lucie (772) 878-3814
www.foxwackeen.com

Robert A. Goldman
Shelly J. Stirrat
****Frederik W. van Vonne
Susann B. Ward
Jennifer Alcorta Waters

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Marital & Family Lawyer
****Board Certified City, County & Local Government Lawyer

Of Counsel
Aaron A. Foosaner
Vicki J. Junod
Robert L. Seeley

February 27, 2004

FEDERAL EXPRESS

Florida Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

RE: TSC Holdings Group, Inc.

Dear Sir or Madam:

Enclosed are the following documents:

1. Transmittal Letter.
2. Articles of Share Exchange with attached Plan of Share Exchange.
3. Our firm check in the amount of \$87.50 to cover the costs of filing, certified copy and certificate of status.

Also enclosed is a postage paid, addressed envelope for your use in returning the certificate of status and a certified copy of the Articles of Share Exchange.

Thank you for your assistance. Please contact me if there are any questions.

Sincerely,



William A. Stetson
WAS/kk

Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TSC HOLDINGS GROUP, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William A. Stetson
(Name of person)

Fox, Wackeen, Dungey, Sweet, Beard, Sobel & McCluskey, LLP
(Name of firm/company)

1100 South Federal Highway
(Address)

Stuart, FL 34994
(City/state and zip code)

For further information concerning this matter, please call:

William A. Stetson at (772) 287-4444
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF SHARE EXCHANGE

The following articles of share exchange are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105 of the Florida Statutes.

First: The name and jurisdiction of the acquiring corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TSC Holdings Group, Inc.	Florida	P00000055289

Second: The name and jurisdiction of the acquired corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Technology Systems Corporation	Florida	P93000011447


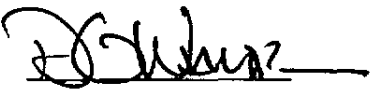
Third: The Plan and Agreement of Reorganization is attached.

Fourth: The share exchange shall become effective on March 1, 2004.

Fifth: The Plan and Agreement of Reorganization was adopted by the Board of Directors and the shareholders of TSC Holdings Group, Inc. on February 26, 2004.

Sixth: The Plan and Agreement of Reorganization was adopted by the Board of Directors and the shareholders of Technology Systems Corporation on February 26, 2004.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title</u>
TSC Holdings Group, Inc.		Kevin C. Peterson President
Technology Systems Corporation		Dan G. White President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF REORGANIZATION

This Plan and Agreement of Reorganization is entered into by and among TSC HOLDINGS GROUP, INC., a Florida corporation (the "Purchaser"); TECHNOLOGY SYSTEMS CORPORATION, a Florida corporation (the "Corporation"); and Dan G. White, Robert Mulcahy, and Kevin C. Peterson, who are individually called the "Shareholder" and collectively called the "Shareholders", owners of all of the outstanding shares of the Corporation.

PLAN OF REORGANIZATION

This Plan of Reorganization shall be a reorganization within the meaning of Section 368(a)(1)(B) of the Internal Revenue Code, as amended, and a share exchange in accordance with Sections 608.1102 and .1103, Florida Statutes. The Purchaser will acquire from the Shareholders all of the issued and outstanding shares of the Corporation, in exchange solely for shares of voting stock of the Purchaser.

AGREEMENT

To consummate the plan of reorganization, the parties, in consideration of the mutual agreements and on the basis of the representations and warranties set forth in this Agreement, agree as follows:

ARTICLE 1

TRANSFER OF CORPORATION'S SHARES AND CONSIDERATION FOR TRANSFER

TRANSFER OF SHARES TO PURCHASER

1.01. Subject to the terms and conditions of this Agreement, each Shareholder will assign, transfer, and deliver to the Purchaser, at the Closing on the Closing Date, certificates for shares of the Corporation duly endorsed in blank, as follows:

Name and Address
of Shareholder
of Corporation

Number of Shares

Consideration
for Transfer
To Purchaser

Dan G. White
3337 S.W. Bessey Creek Trail
Palm City, Florida 34990

410

401 Purchaser
Shares

Kevin C. Peterson
654 S.W. Fuge Road
Stuart, Florida 34997

390

390 Purchaser
Shares

Robert Mulcahy
44 Pine Hill Trail East
Tequesta, Florida 33469

200

200 Purchaser
Shares

TRANSFER OF SHARES TO SHAREHOLDERS

1.02 At the Closing on the Closing Date, subject to the terms and conditions of this Agreement, and in full consideration for the assignment, transfer, and delivery to the Purchaser of all the issued and outstanding shares of the Corporation, the Purchaser will deliver to the Shareholders, in proportion to the number of shares of the Corporation owned by each, an aggregate of one thousand (1,000) of Purchaser's Common Shares (the Common Shares), par value \$1.00 per share, as set forth in Paragraph 1.01 above. All Common Shares shall be fully paid and nonassessable.

ARTICLE 2

CLOSING

The time of the deliver by Shareholders of their respective shares of the Corporation, as provided in Paragraph 1.01 of this Agreement, and the delivery by the Purchaser of its Common Shares, as provided in Paragraph 1.02 of this Agreement, is referred to in this Agreement as the Closing Date, and the acts of delivery are considered conditions of closing and are sometimes referred to in this Agreement as the Closing. The Closing Date under this Agreement shall be that date determined by the Shareholders and the Purchaser, but in no event shall the Closing Date occur later than February 29, 2004. The Closing shall be held at the offices of Fox, Wackeen, Dungey, Sweet, Beard, Sobel & McCluskey, LLP, 1100 South Federal Highway, Stuart, Florida 34994, at 10:00 a.m., on

the Closing Date, unless either another time or place is mutually agreed upon by the Shareholders and the Purchaser.

INTEGRATED AGREEMENT

This Agreement constitutes the entire agreement among the parties, and there are no agreements, understandings, restrictions, warranties, or representations among the parties other than those set forth or provided for in this agreement.

EFFECTIVE DATE

The effective date of the reorganization and share exchange provided in this Plan of Reorganization shall be March 1, 2004.

IN WITNESS WHEREOF, the parties have executed this Plan and Agreement of Reorganization on this 26 day of February, 2004.

PURCHASER

TSC Holdings Group, Inc.


By: Kevin C. Peterson, President


CORPORATION

Technology Systems Corporation


By: Dan G. White, President

SHAREHOLDERS OF TECHNOLOGY SYSTEMS CORPORATION


Dan G. White


Robert Mulcahy


Kevin C. Peterson