

153643

FILING COVER SHEET

REFERENCE: 0171.5030

DATE: 12/31

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICE
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301 *Merser*

TELEPHONE: 222-1173

SUBJECT: Deborah Walker, Inc -into- Sol Walker
+ Co.

FILED
98 DEC 31 AM 11:49
STATE
TALLAHASSEE
FLORIDA

STATE FEES PREPAID WITH CHECK # 4223 FOR \$ 78.75

PLEASE FILE:

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| <input type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

PROVIDE US WITH:

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Examiner's Initials

DR

12/31/98

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*****78.75 *****78.75

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DEBORAH WALKER, INC., a Florida corporation 284739

INTO

SOL WALKER & CO., a Florida corporation, 153643

File date: December 31, 1998

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER OF
DEBORAH WALKER, INC. WITH AND INTO
SOL WALKER & CO.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of Deborah Walker, Inc., a Florida corporation ("DWI"), with and into Sol Walker & Co., a Florida corporation ("SWC"), with SWC being the surviving corporation, is set forth in the Plan of Merger attached hereto as **Exhibit A** and incorporated herein by reference.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the sole Shareholder and by the sole Director of DWI by resolutions adopted on the 30th day of December, 1998, and was approved by the sole Shareholder and by the sole Director of SWC by resolutions adopted on the 30th day of December, 1998.

ARTICLES III - EFFECTIVE DATE OF MERGER

The effective date of the merger shall be the 31st day of December 1998.

Dated this 30th day of December, 1998.

DEBORAH WALKER, INC.

By: Alan S. Weinstein

Alan S. Weinstein, President

SOL WALKER & CO.

By: Alan S. Weinstein

Alan S. Weinstein, President

**PLAN OF MERGER OF
DEBORAH WALKER, INC. WITH AND INTO
SOL WALKER & CO.**

1. DEBORAH WALKER, INC., a Florida corporation ("DWI"), shall merge with and into SOL WALKER & CO., a Florida corporation ("SWC"), with SWC as the surviving corporation.

2. Upon the consummation of the merger of DWI with and into SWC, the separate existence of DWI shall cease. SWC, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of SWC shall not be affected by the merger and upon the merger, SWC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of DWI prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with DWI shall be preserved and remain unimpaired by the merger, all liens upon the properties of DWI shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of DWI shall henceforth attach to SWC and may be enforced against SWC to the same extent as if such obligations and duties has been incurred by SWC. Additionally, any existing claim or action or proceeding pending by or against DWI or SWC may be continued as if the merger did not occur or SWC may be substituted in such proceedings for DWI.

3. The manner and basis of converting the shares of DWI and SWC into shares of SWC are as follows:

a. At the effective date of the merger, each share of common stock of SWC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of common stock of DWI issued and outstanding shall be cancelled.

4. The Articles of Incorporation of SWC in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of SWC.

5. The effective date of the merger shall be the 31st day of December 1998.

EXHIBIT "A"