

270921

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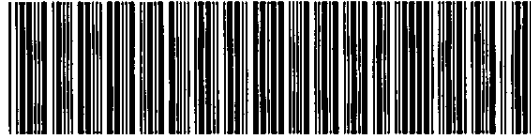
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

1-1-15

C.L.
1-6-15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PICKETT AND ASSOCIATES, INC.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

MARTIN BUBLEY

Contact Person

BUBLEY & BUBLEY, P.A.

Firm/Company

3820 NORTHDAL E BOULEVARD, SUITE 312

Address

TAMPA, FLORIDA 33624

City/State and Zip Code

bubleylaw@verizon.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MARTIN BUBLEY

Name of Contact Person

At (813)

963-7735

Area Code & Daytime Telephone Number

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

STREET 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

ARTICLES OF MERGER

(Profit Corporations)

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PICKETT AND ASSOCIATES, INC.	FLORIDA	270921

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)	<u>EFFECTIVE DATE</u>
U.S. IMAGING, INC.	FLORIDA	P97000002801	1-1-15

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 01 / 01 / 15 (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 December 23, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 December 23, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation



Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

PICKETT AND

ASSOCIATES, INC.

U.S. IMAGING, INC.

JOHN M. CLYATT, Director/President

JOHN M. CLYATT, Director/President

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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

PLAN OF MERGER is made on this 15th day of DECEMBER, 2014, by and between:

PICKETT AND ASSOCIATES, INC., a corporation organized and existing under the laws of the State of Florida (Document Number 270921), by its Articles of Incorporation filed in the office of the Secretary of State, Division of Corporations, State of Florida, on May 9, 1963, having its principal office at 475 South First Avenue, Bartow, Florida 33830, and

U.S. IMAGING, INC., a corporation organized and existing under the laws of the State of Florida (Document Number P97000002801), by its Articles of Incorporation filed in the office of the Secretary of State, Division of Corporations, State of Florida, on January 10, 1997, having its principal office at 475 South First Avenue, Bartow, Florida 33830.

1. MERGER.

The Board of Directors of each of the constituent corporations deem it advisable that U.S. IMAGING, INC. be merged into PICKETT AND ASSOCIATES, INC. on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the laws of the State of Florida which permit such merger.

2. SURVIVING CORPORATION.

PICKETT AND ASSOCIATES, INC., a Florida corporation, shall be the surviving corporation, and all references in this Plan of Merger to "Surviving Corporation" shall be to PICKETT AND ASSOCIATES, INC.

3. MERGING CORPORATION.

U.S. IMAGING, INC., a Florida corporation, shall be the merging corporation, and all references in this Plan of Merger to "Merging Corporation" shall be to U.S. IMAGING, INC.

4. MANAGEMENT.

a. The Articles of Incorporation of PICKETT AND ASSOCIATES, INC. shall continue to be the Articles of Incorporation of the Surviving Corporation following the effective date of the merger, until the same shall be altered or amended.

b. The Bylaws of PICKETT AND ASSOCIATES, INC. shall be and remain the Bylaws of the Surviving Corporation until altered, amended, or repealed.

c. On the effective date of the merger, the Directors of PICKETT AND ASSOCIATES, INC. shall be comprised of the following three (3) persons, and each person shall serve until his successor is elected or appointed and has qualified:

** JOHN M. CLYATT
** MICHAEL W. SCHNELL
** MICHAEL K. LEAHY

d. On the effective date of the merger, the Officers of PICKETT AND ASSOCIATES, INC. shall be comprised of the following three (3) persons, and each person shall serve until his successor is elected or appointed and has qualified:

** JOHN M. CLYATT	---	President
** MICHAEL W. SCHNELL	---	Treasurer
** MICHAEL K. LEAHY	---	Secretary

5. RIGHTS AND PRIVILEGES.

On the effective date of the merger, PICKETT AND ASSOCIATES, INC. shall thereupon and thereafter possess all the rights, privileges, immunities, powers, and franchises, as of a public or a private nature, of the Merging Corporation; and all property, real, personal and mixed, and all debts due on whatever account, and all other choices in action, and all and every other interest, of or belonging to or due to the Merging Corporation, shall be taken and deemed to be transferred to and vested in PICKETT AND ASSOCIATES, INC. without further act or deed; and the title to any property or any interest therein, vested in the Merging Corporation shall not revert or be in any way impaired by reason of the merger.

On the effective date of the merger, PICKETT AND ASSOCIATES, INC. shall thenceforth be responsible and liable for all of the liabilities and obligations of the Merging Corporation, and PICKETT AND ASSOCIATES, INC. shall be subject to all of the restrictions, disabilities and duties of the Merging Corporation. The rights of creditors shall not be impaired reason of the merger.

6. CONVERSION OF SHARES.

The manner and basis of converting the shares of the Merging Corporation into shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property, are as follows:

On the effective date of the merger, the three (3) shareholders of U.S. IMAGING, INC. shall exchange Nine Thousand (9,000) shares of common stock, which is all of the issued and outstanding shares in U.S. IMAGING, INC., for One Thousand Three Hundred Seventy One (1,371) shares of common stock of PICKETT AND ASSOCIATES, INC., and all of the outstanding shares of stock of the Merging Corporation, U.S. IMAGING, INC., shall be surrendered and canceled.

Each share of common stock of U.S. IMAGING, INC. shall be converted into 0.15233 shares of the common stock of PICKETT AND ASSOCIATES, INC., and each holder of shares of the common stock of U.S. IMAGING, INC., upon the surrender to PICKETT AND ASSOCIATES, INC. of one or more certificates of such shares for cancellation, shall be entitled to receive one or more certificates for the number of shares represented by the certificates so surrendered for cancellation by such holder multiplied by the factor of "0.15233". The shares of common stock of U.S. IMAGING, INC. held in its Treasury shall be cancelled and extinguished and all rights with respect thereto shall cease and terminate.

7. RESULTS OF MERGER.

Upon the merger becoming effective as provided in the applicable laws of the State of Florida, the two (2) constituent corporations, PICKETT AND ASSOCIATES, INC. and U.S. IMAGING, INC., shall be a single corporation, which shall be PICKETT AND ASSOCIATES, INC., as the Surviving Corporation, and the separate existence of U.S. IMAGING, INC., as the Merging Corporation, shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

8. EFFECTIVE DATE OF MERGER.

The effective date of the merger shall be January 1, 2015.

9. EXPENSES OF MERGER.

PICKETT AND ASSOCIATES, INC. shall pay all the expenses of accomplishing the merger.

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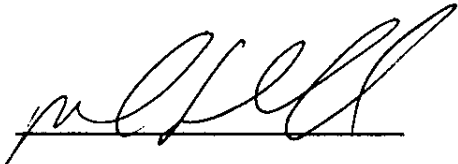
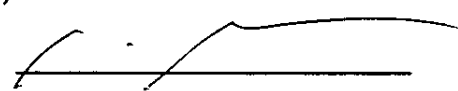
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10. SUBSEQUENT ACTS.

If at any time PICKETT AND ASSOCIATES, INC. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in PICKETT AND ASSOCIATES, INC. the title to any property or rights of the Merging Corporation or to otherwise carry out the provisions hereof, the proper Officers and Directors of the Merging Corporation as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in PICKETT AND ASSOCIATES, INC. and to otherwise carry out the provisions hereof.


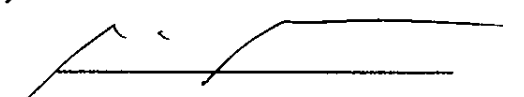
IN WITNESS WHEREOF, the Chairman of the Board of Directors of PICKETT AND ASSOCIATES, INC. and the Chairman of the Board of Directors of U.S. IMAGING, INC. have executed this **PLAN OF MERGER** under their respective corporate seals on the day and year first above written.

WITNESSES:

PICKETT AND ASSOCIATES, INC.

By: 
JOHN M. CLYATT
Chairman, Board of Directors

U.S. IMAGING, INC.

By: 
JOHN M. CLYATT
Chairman, Board of Directors