

365537

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

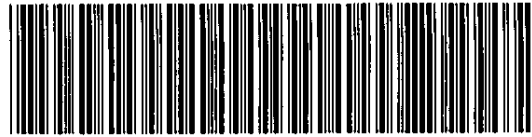
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/24/09--01022--009 **70.00

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09 MAR 24 AM 11:51
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

FILED
2009 MAR 27 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

367109

400789, 00524, 00672



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09 MAR 27 PM 12:16

FLORIDA DEPARTMENT OF STATE
Division of Corporations
TALLAHASSEE, FLORIDA

March 24, 2009

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32301

SUBJECT: SOUTHERN APPAREL CORPORATION
Ref. Number: 365537

We have received your document for SOUTHERN APPAREL CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The new registered agent for the surviving corporation needs to sign the merger.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 409A00009963

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Southern Apparel
Corporation

Signature

Requested by

Seth 3/27 2009

Name

Date

Time

11:00

Walk-In

Will Pick Up

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☒ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

FILED

2009 MAR 27 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
MANATEE BAY ENTERPRISES, INC. INTO
SOUTHERN APPAREL CORPORATION**

Pursuant to the provisions of Section 607.1101 and 607.1105 Florida Statutes, the above referenced Corporation hereby files these Articles of Merger and states:

Article I

The Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and is incorporated herein by reference.

Article II

The names of the corporation subject to this merger are SOUTHERN APPAREL CORPORATION, (the "Surviving Corporation") and MANATEE BAY ENTERPRISES, INC. (the "Merging Corporation").

Article III

The effective date of the merger shall be January 1, 2007.

Article IV

Shareholder and Director approval was required and obtained by both the Surviving Corporation and the Merging Corporation. The merger was approved by majority vote of the Directors and Shareholders of SOUTHERN APPAREL CORPORATION and unanimously approved by the Directors and Shareholders of MANATEE BAY ENTERPRISES, INC.

Article V

The date that the merger was adopted by the Shareholders and Directors of the Surviving Corporation was January 1, 2007. The date of the merger was adopted by the Shareholders and

Directors of the Merging Corporation was January 1, 2007.

Article VI

The Articles of Incorporation of the Surviving Corporation are hereby amended as follows:

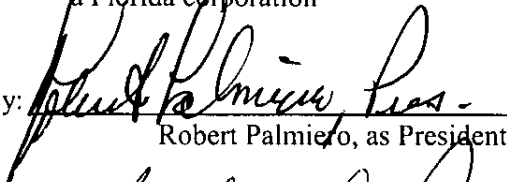
"The total number of shares of common stock which the corporation is authorized to issue is two million (2,000,000) and a par value of ten cents (\$0.10) amounting in the aggregate to two hundred thousand dollars (\$200,000.00)."

In witness whereof the parties hereto set their seal as of the date below written.

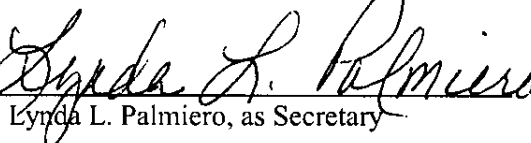
SOUTHERN APPAREL CORPORATION
a Florida corporation

Dated January 1, 2007

By:


Robert Palmiero, as President

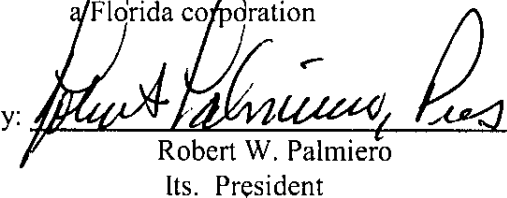
Attest:


Lynda L. Palmiero, as Secretary

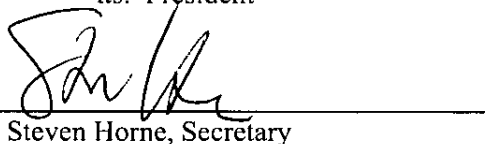
MANATEE BAY ENTERPRISES, INC.,
a Florida corporation

Dated January 1, 2007

By:


Robert W. Palmiero
Its. President

Attest:


Steven Horne, Secretary

**PLAN OF MERGER BETWEEN MANATEE BAY ENTERPRISES, INC..
(THE "MERGING CORPORATION") AND SOUTHERN APPAREL CORPORATION
(THE "SURVIVING CORPORATION")**

Pursuant to the provisions of Section 607.1101 and 607.1105 Florida Statutes, the above referenced Corporations by and through their Shareholders and Directors do by majority vote and pursuant to their Articles and ByLaws adopt, ratify and confirm this Plan of Merger (the "Plan") between the two Corporations and states:

Article I

The names of the Corporations subject to this merger are MANATEE BAY ENTERPRISES, INC. and SOUTHERN APPAREL CORPORATION.

Article II

MANATEE BAY ENTERPRISES, INC., shall be the "Merging Corporation" and SOUTHERN APPAREL CORPORATION, shall be the "Surviving Corporation".

Article III

The merger shall have an effective date of January 1, 2007. All of the stock of MANATEE BAY ENTERPRISES, INC., shall be tendered to the Surviving Corporation and shares in the Surviving Corporation shall be issued to the previous Shareholders of the Merging Corporation in such amounts as follows:

STEVEN HORNE	90,000
LARRIE McCLEARY	90,000
ROBERT PALMIERO and LINDA PALMIERO	70,000

Article IV

The name of the Surviving Corporation shall be SOUTHERN APPAREL CORPORATION, and therefore the Articles of Incorporation of the Surviving Corporation shall be amended to reflect this name change.

Article V

The address of the principal place of business of the Surviving Corporation shall remain at 12399 Belcher Road, Suite 160, Largo, Florida 33773. The registered agent shall be Steven W. Moore, 8200 Bryan Dairy Road, Suite 300, Largo, Florida 33777.

The above Plan of Merger has been adopted by majority vote of the Shareholders and Directors of both the Surviving Corporation and by unanimous vote by the Merging Corporation on December 31, 2006.

Dated January 1, 2007

SOUTHERN APPAREL CORPORATION
a Florida corporation
By: Robert Palmiero, Pres
Robert Palmiero, as President

Attest: Lynda L. Palmiero
Lynda L. Palmiero, as Secretary

Dated January 1, 2007

MANATEE BAY ENTERPRISES, INC.,
a Florida corporation
By: Robert W. Palmiero, Pres
Robert W. Palmiero
Its. President

Attest: Steven Horne
Steven Horne, as Secretary

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is SOUTHERN APPAREL CORPORATION
2. The name and street address of the registered agent and office is Robert W. Palmiero, 12399 Belcher Road, Suite 160, Largo, Florida.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



ROBERT W. PALMIERO