

367451

Florida Department of State
Division of Corporations
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From:

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Account Name : FOWLER, WHITE 2
Account Number : 119990000148
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(CWW / 103-2702)

MERGER OR SHARE EXCHANGE

MALIO'S, INC.

RECEIVED
03 JUL - 1 PM 12:21
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

03 JUN 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 1, 2003

MALIO'S, INC.
381 S DALE MABRY
P O BOX 18534
TAMPA FLA, 33679

SUBJECT: MALIO'S, INC.
REF: 367451

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records show the corporate name of the merging corporation is D & R SANCHEZ, INC. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000223307
Letter Number: 303A00039505

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ARTICLES OF MERGER

FILED
03 JUN 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Sections 607.1105 of the Florida Statutes:

FIRST: The name, street address of its principal office, jurisdiction, and entity type of the merging party (the "Merged Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
D & R Sanchez, Inc. (f/k/a San-Chez, Inc.) 3127 West Sligh Avenue Suite 202A Tampa, FL 33614	Florida	Corporation

Florida Document/Registration Number: 394411
FEIN: 59-1377671

SECOND: The name, street address of its principal office, jurisdiction, and entity type of the surviving entity (the "Surviving Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Malio's, Inc. 301 South Dale Mabry Highway Tampa, FL 33609	Florida	Corporation

Florida Document/Registration Number: 367451
FEIN: 59-1298565

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was approved by all of the directors and all of the shareholders of the Merged Entity on June 30, 2003.

FIFTH: The Plan of Merger was approved by all of the directors and all of the shareholders of the Surviving Entity on June 30, 2003.

SIXTH: These Articles of Merger shall be effective June 30, 2003.

SEVENTH: This merger is permitted by all laws of the State of Florida and is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Entity or the Articles of Incorporation or Bylaws of the Merged Entity.

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These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida this 30th day of June, 2003.

MALIO'S INC.,
a Florida corporation

By: 

Malio I. Lavarone
President

"Surviving Entity"

D & R SANCHEZ, INC.,
(f/k/a San-Chez, Inc.),
a Florida corporation

By: 

Ray A. Sanchez
President

"Merged Entity"

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FOWLER WHITE TAMPA

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EXHIBIT A

PLAN OF MERGER

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") dated June 30, 2003, between MALIO'S, INC., a Florida corporation ("Surviving Corporation") and D & R SANCHEZ, INC. (f/k/a San-Chez, Inc.), a Florida corporation, ("Merged Corporation") (hereinafter individually called "Merging Entity" and together with Surviving Corporation called the "Merging Entities").

WITNESSETH:

WHEREAS, the Articles of Incorporation of Surviving Corporation were filed in the office of the Secretary of State of Florida on July 27, 1970;

WHEREAS, the Articles of Organization of Merged Corporation were filed in the office of the Secretary of State of Florida on March 8, 1972;

WHEREAS, Merged Corporation owns forty-nine percent (49%) of the issued and outstanding shares of capital stock of Surviving Corporation; and

WHEREAS, the board of directors and the shareholders of Surviving Corporation and Merged Corporation have authorized the merger of Merged Corporation into Surviving Corporation pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law;

NOW, THEREFORE, the merger of Merged Corporation into Surviving Corporation shall be accomplished as follows:

ARTICLE I

Merger

Effective on the filing of the Articles of Merger with the Florida Department of State (the "Effective Date"), Merged Corporation shall be merged into Surviving Corporation and Surviving Corporation shall merge Merged Corporation into itself.

ARTICLE II

Articles of Incorporation, Bylaws and Name

The Articles of Incorporation and Bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be "MALIO'S, INC."

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ARTICLE III
Conversion of Shares

(a) Each share of capital stock, par value \$1.00 per share, of Surviving Corporation outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding as one share of capital stock.

(b) Any and all shares of capital stock of Merged Corporation, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be cancelled and extinguished and shall cease to exist, and shall be converted into 81.6667 shares of Class B Stock of Surviving Corporation, so that the former shareholders of Merged corporation own 24,500 shares of Class B Stock of Surviving Corporation.

(c) Upon the Effective Date of the merger, the shares of Class B Stock of Surviving Corporation held by Merged Corporation shall be cancelled and extinguished and shall cease to exist.

(d) As soon as practical after the Effective Date of the merger, any holder of a certificate or certificates representing shares of capital stock of Merged Corporation shall tender their respective certificates to Surviving Corporation for cancellation against issuance of shares of Class B Stock of Surviving Corporation based on the conversion ratio described above.

ARTICLE IV
Articles of Incorporation of Surviving Corporation

The Articles of Incorporation of Surviving Corporation in effect immediately prior to the Effective Date shall be the Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Surviving Corporation are hereby amended to read as follows:

"ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MALLO'S, INC.

Pursuant to the provisions of Sections 607.1006 and 607.1101(3)(a) of the Florida Business Corporation Act, Mallo's, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I
Name

The name of the Corporation is Mallo's, Inc.

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ARTICLE II
Amendment

Article III of the Articles of Incorporation of the Corporation shall be deleted in its entirety and the following substituted therein to read as follows:

"ARTICLE III

The Corporation shall have authority to issue 50,000 shares of capital stock with a par value of \$1.00 per share."

ARTICLE III
Date of Adoption

The amendment was adopted by the Corporation's Board of Directors and its shareholders on June 30, 2003.

ARTICLE IV
Manner of Adoption

The amendment was duly approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval."

ARTICLE V
Other Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

- (a) The Bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger.
- (b) The directors of Surviving Corporation on the Effective Date shall remain as the directors of Surviving Corporation after the merger.
- (c) The officers of Surviving Corporation on the Effective Date shall remain as the officers of Surviving Corporation.
- (d) Merged Corporation shall pay all expenses incident to this merger.
- (e) Upon the Effective Date, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Corporation shall

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possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired.

(f) Following the merger, Surviving Corporation shall cause a copy of the Articles of Merger, or such other documents as the officers of Surviving Corporation shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(g) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan.

ARTICLE VI Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated June 30, 2003, by the directors and shareholders of Merged Corporation, and the undersigned officer of Merged Corporation has been authorized and directed to execute and submit same in accordance with Section 607.1104, Florida Statutes.

(b) This Plan has been duly adopted and approved by written consent dated June 30, 2003, by the directors and shareholders of Surviving Corporation, and the undersigned officer of Surviving Corporation has been authorized and directed to execute and submit same in accordance with Section 607.1104, Florida Statutes.