

4059600

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

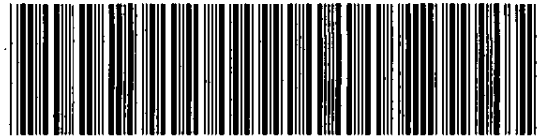
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600163985666

01/11/10--01032--001 \*\*70.00

405960

FILED  
10 JAN 12 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. CAUSSEAU

JAN 13 2010

EXAMINER

# CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

1411 EDGEWATER DRIVE, SUITE 200  
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER\*  
R. DAVID de ARMAS  
STEPHEN H. PRICE  
CARRIE L. GALBRAITH\*\*  
MICHAEL V. HAMMOND  
CHAD A. SHIMEL

(407) 843-3300  
FAX (407) 843-6300  
[WWW.CRAMPRIICE.COM](http://WWW.CRAMPRIICE.COM)

\*ALSO ADMITTED IN GEORGIA

\*\*ALSO ADMITTED IN WASHINGTON, D.C.

OF COUNSEL: PHILIP A. THARP  
1939-2003

January 7, 2010

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

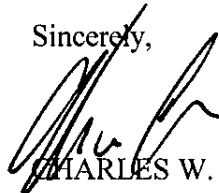
Re: Articles of Merger of Fabricore Florida, LLC and  
Custom Metal Designs, Inc.

To Whom It May Concern:

Enclosed herewith please find the Articles of Merger and Plan of Merger concerning Fabricore Florida, LLC and Custom Metal Designs, Inc. Enclosed is my firm's check #10385 in the amount of \$70.00 for the filing fee.

Thank you for your assistance. Please do not hesitate to contact me if you have any comments or questions.

Sincerely,



CHARLES W. CRAMER

CWC/dmm  
Enclosures  
cc: Custom Metal Designs, Inc.

**ARTICLES OF MERGER  
OF  
FABRICORE FLORIDA, LLC  
AND  
CUSTOM METAL DESIGNS, INC.**

**FILED**  
10 JAN 14 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 and Chapter 608, Florida Statutes, the following Articles of  
Merger are submitted:

1. The name, jurisdiction and document number of the surviving Corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Custom Metal Designs, Inc.	Florida	405960 ✓

2. The name, jurisdiction and document number of the merging limited liability company  
are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Fabricore Florida, LLC	Florida	L05000111160 ✓


3. The Plan of Merger is attached hereto as Exhibit "A".
4. The merger shall become effective on the date the Articles of Merger are filed with the  
Florida Department of State.

5. The Articles of Merger was adopted by the shareholders and Board of Directors of  
Custom Metal Designs, Inc. on December 29, 2009.

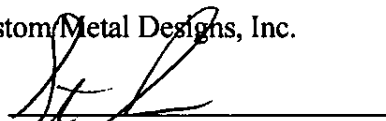
6. The Articles of Merger were adopted by the members of Fabricore Florida, LLC on  
December 29, 2009.

ACCORDINGLY, these Articles of Merger were executed on Dec. 31, 2009.

Fabricore Florida, LLC

By:   
Saul P. Grimes, President

Custom Metal Designs, Inc.

By:   
Steven Grimes, President

FILED  
10 JAN 12 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Exhibit "A"**

**PLAN OF MERGER  
OF  
FABRICORE FLORIDA, LLC  
AND  
CUSTOM METAL DESIGNS, INC.**

**FILED**  
10 JAN 14 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 and Chapter 608, Florida Statutes, the following Plan of Merger is submitted:

1. The name, jurisdiction and document number of the surviving Corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Custom Metal Designs, Inc.	Florida	405960

2. The name, jurisdiction and document number of the merging limited liability company are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Fabricore Florida, LLC	Florida	L05000111160

3. The terms and conditions of the merger are as follows:

The effective date of this Merger shall be the date the Articles of Merger are filed with the Florida Department of State, at which time Fabricore Florida, LLC shall be merged with and into Custom Metal Designs, Inc., and the separate existence of Fabricore Florida, LLC shall cease. All property of every description, whether real, personal or missed and all interest, rights, privileges and powers of Fabricore Florida, LLC shall not, except as otherwise provided herein, be effected by the merger. At the effective date Custom Metal Designs, Inc. shall, without further act or deed, own and

possess all of the property of every description, whether real, personal or missed and all interest, rights, privileges and powers of Fabricore Florida, LLC prior to the merger. Further, all rights of creditors and any person dealing with Fabricore Florida, LLC or Custom Metal Designs, Inc. shall be preserved unimpaired by the merger, and all debts, liabilities, obligations and duties of Fabricore Florida, LLC shall attach to Custom Metal Designs, Inc. and may be enforced against Custom Metal Designs, Inc. to the same extent as if such obligation and duties had been incurred by Custom Metal Designs, Inc.

4. The manner and basis of converting the units of Fabricore Florida, LLC into shares of Custom Metal Designs, Inc. are as follows:


All of the issued and outstanding units of Fabricore Florida, LLC are owned equally by Ann M. Grimes and Saul P. Grimes. Based upon the value of Fabricore Florida, LLC and Custom Metal Designs, Inc., Ann M. Grimes and Saul P. Grimes shall each receive one (1) share of stock of Custom Metal Designs, Inc. for every one (1) unit that each owns of Fabricore Florida, LLC.

5. The Articles of Incorporation and the Bylaws of Custom Metal Designs, Inc. shall remain the same.

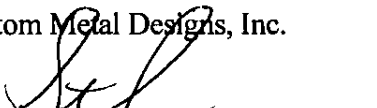
6. The Plan of Merger was adopted by the members of Fabricore Florida, LLC and the shareholders of Custom Metal Designs, Inc. on Dec 29, 2009.

ACCORDINGLY, this Plan of Merger was executed on Dec. 31, 2009.

Fabricore Florida, LLC

By:   
Saul P. Grimes, President

Custom Metal Designs, Inc.

By:   
Steven Grimes, President

FILED  
10 JAN 14 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA