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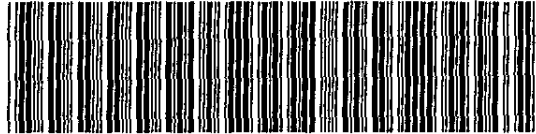
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FILED

CRANMORE, FITZGERALD & MEANEY

ATTORNEYS AT LAW

49 WETHERSFIELD AVENUE

HARTFORD, CONNECTICUT 06114-1102

JOHN P. McHUGH

(860) 522-9100

FAX NO.

(860) 522-3379

November 16, 2004

FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

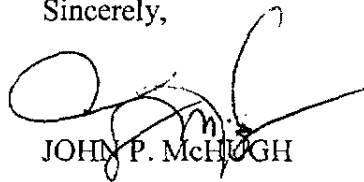
Re: Diamond C Land and Cattle Co.

TO WHOM THIS MAY CONCERN:

Enclosed please find Articles of Merger being filed on behalf of Diamond C Land & Cattle Acquiring Co., Inc. (as the surviving corporation), together with a check in the amount of \$70.00 in payment of the filing fee.

Please contact the undersigned with any questions.

Sincerely,



JOHN P. McHUGH

JPM:bmd

Enclosures

cc: Mark E. Kerin

C:\My Documents\Kerin\Diamond C\Division of Corporations ltr 11-16-04.doc

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Diamond C Land & Cattle Acquiring Co., Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark E. Kerin

(Name of person)

Diamond C Land & Cattle Acquiring Co., Inc.

(Name of firm/company)

c/o 131 Day Street

(Address)

Newington, CT 06111

(City/state and zip code)

For further information concerning this matter, please call:

Mark E. Kerin

(Name of person)

at (860) 953-6881

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Diamond C Land & Cattle Acquiring Co., Inc.	Nevada	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Diamond C Land & Cattle Co.	Florida	488442

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 ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 ____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on Nov. 16, 2004 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 ____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on Nov. 16, 2004 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
04 NOV 17 PM 4:24
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

Typed or Printed Name of Individual & Title

Mark E. Kerin, President

Mark E. Kerin, President

AGREEMENT AND PLAN OF MERGER

Date: November 16, 2004

Parties: **Diamond C Land & Cattle
Surviving Co., Inc., a Nevada
corporation** (Surviving Corporation)

**Diamond C Land & Cattle Co.,
a Florida corporation** (Merging Corporation)

AGREEMENTS

Section 1. Merger. On the effective date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation under the name Diamond C Land & Cattle Surviving Co., Inc., a Nevada corporation. The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

Section 2. Effective Date. Articles of Merger shall be filed in the state of Nevada in accordance with the laws of the state, and Articles of Merger shall thereafter be filed in Florida, in accordance with the laws of that state. The merger of the Merging Corporation and the Surviving Corporation shall be effective on the later of the filing of the Articles of Merger in the state of Nevada, or the close of business on November 30, 2004.

Section 3. Shares of Stock. On the effective date, each share of stock of the Merging Corporation shall, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

Section 4. Corporate Incidents.

4.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective date, shall be the Articles of Incorporation of the Surviving Corporation following this merger. The only change or amendment of the Articles of Incorporation that shall occur in connection with this merger is that the name of the Surviving Corporation shall be changed to Diamond C Land & Cattle Co., Inc.

4.2 Bylaws. The Bylaws of the Surviving Corporation, as in effect immediately prior to the effective date, shall be the Bylaws of the Surviving Corporation following this merger.

4.3 **Board of Directors and Officers.** The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the effective date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the effective date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

Section 5. Continuation of Business. After the effective date, the Surviving Corporation shall continue to carry on the business activities now being carried on by the Merging Corporation.

Section 6. Purpose and Effect. The purpose and effect of this merger shall be the reincorporation in the state of Nevada of the Merging Corporation, and the business of the Merging Corporation shall be continued without interruption. It is the intent of the parties that this merger shall be a tax-free corporate reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

Section 7. Binding Effect. The provisions of this Agreement shall be binding upon and inure to the benefit of the successors and assigns of the parties.

Section 8. Applicable Law. This Agreement shall be governed by and shall be construed in accordance with the laws of the state of Nevada.

Diamond C Land & Cattle Surviving Co., Inc.

By: Mike EK

Diamond C Land & Cattle Co.

By: Mike EK