

536096

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

ASAP

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED
98 OCT -1 PM 1:35
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

FILED
98 OCT -6 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

600002653526--4
-10/01/98--01057--006
*****70.00 *****70.00

Examiner's Initials

See 10/6



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 2, 1998

ATTORNEYS' TITLE

TALLAHASSEE, FL

SUBJECT: T V C ENTERPRISES, INC.
Ref. Number: 536096

We have received your document for T V C ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 098A00049199

RECEIVED
98 OCT -6 PM 1:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HOMAGIC TREASURE COAST INC., a Florida corporation, P97000051665

INTO

T V C ENTERPRISES, INC., a Florida corporation, 536096.

File date: October 6, 1998

Corporate Specialist: Teresa Brown

FILED
98 OCT -6 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
1. HOMAGIC TREASURE COAST INC. 110 SW Monterey Road Stuart, Florida 34994	Florida	Corporation

<u>Florida Document/Registration No.:</u>	<u>FEL No.</u>
P97000051665	65-0760415

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
2. TVC ENTERPRISES, INC. 223 U.S. Highway One Tequesta, Florida 33469	Florida	Corporation

<u>Florida Document/Registration No.:</u>	<u>FEL No.:</u>
536096	59-1747916

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
TVC ENTERPRISES, INC. 223 U.S. Highway One Tequesta, FL 33469	Florida	Corporation

Florida Document/Registration No.:

536096

FEL No.:

59-1747916

THIRD: The Plan of Merger attached as Exhibit "A" meets the requirements of Section 607.1101, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes, on August 28, 1998.

FOURTH: The Plan of Merger attached hereto as Exhibit "A" was approved by the entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity has obtained the written consent of each shareholder of the corporation that as a result of the merger is now a surviving entity pursuant to Section(s) 607.1103 and 607, 1106, Florida Statutes, on August 28, 1998.

SIXTH: The Merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of the laws of each party's applicable jurisdiction.

TVC ENTERPRISES, INC.,
a Florida corporation

By: 

Robert McIntyre, Jr., President

(CORPORATE SEAL)

HOMAGIC TREASURE COAST INC.,
a Florida corporation

By: 

Rick Stephan, President

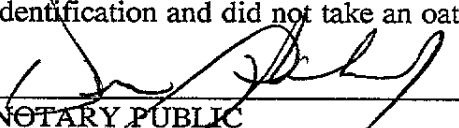
(CORPORATE SEAL)

STATE OF FLORIDA)

) ss.

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24 day of ^{Sept.}~~August~~, 1998 by Robert McIntyre, Jr., as President of TVC ENTERPRISES, INC., a Florida corporation, on behalf of said corporation. Such person is personally known to me or has produced a Florida driver's license as identification and did not take an oath.


NOTARY PUBLIC

Printed Name of Notary: _____

Commission No.: _____

Commission Expiration: _____

(NOTARIAL SEAL)

OFFICIAL NOTARY SEAL
DRENNEN L. WHITMIRE JR.
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 511731
MY COMMISSION EXP. DEC. 3, 1999

STATE OF FLORIDA

)

) ss.

COUNTY OF PALM BEACH

)

The foregoing instrument was acknowledged before me this 24 day of ^{Sept.}~~August~~, 1998 by Rick Stephan, as the President of HOMAGIC TREASURE COAST INC., a Florida corporation, on behalf of said corporation. Such person is personally known to me or has produced a Florida driver's license as identification and did not take an oath.


NOTARY PUBLIC

Printed Name of Notary: _____

Commission No.: _____

Commission Expiration: _____

(NOTARIAL SEAL)

OFFICIAL NOTARY SEAL
DRENNEN L. WHITMIRE JR.
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 511731
MY COMMISSION EXP. DEC. 3, 1999

EXHIBIT "A"
Provisions for Plan of Merger
(FS § 607.1101; 607.1103)

Terms and Conditions. On the effective date of the merger, the separate existence of Homagic Treasure Coast Inc. ("Homagic"), as the absorbed corporation, shall cease, and TVC Enterprises, Inc. ("TVC"), as the surviving corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real personal, and mixed of Homagic, without the necessity for any separate transfer. TVC shall thereafter be responsible and liable for all liabilities and obligations of Homagic, and neither the rights of creditors nor any liens of the property of the absorbed corporation shall be impaired by the merger.

Conversion of Shares. The manner and basis of converting the shares of Homagic into shares of TVC, the surviving corporation, is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of Homagic issued and outstanding on the effective date of the merger shall be converted into one share of the One Dollar (\$1.00) par value common stock of TVC, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional shares interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

Articles of Incorporation. The articles of incorporation of TVC as the surviving corporation, shall continue to be its articles of incorporation following the effective date of the merger.

Bylaws. The bylaws of the surviving corporation, TVC, shall continue to be its bylaws following the effective date of the merger.

Directors and Officers. The directors and officers of TVC, as the surviving corporation, on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired term of their offices and until their successors have been elected or appointed and qualified.

Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Effective Date of Merger. The effective date of this merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.