

550790

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FILED
03 OCT 30 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/31/03
merger
sf

John T. Paxman, P.A.
1832 North Dixie Highway
Lake Worth, Florida 33460
Telephone: 561.547.2424
Facsimile: 561.547.2426

February 24, 2003

Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32314

re: Manning Marketing, Inc. into
Midds, Inc.

Dear Sir or Madam:

Enclosed please find the articles of merger and merger agreement along with the filing fee check of \$70.00 concerning the merger of Manning Marketing, Inc. into Midds, Inc. Please call if you have any questions in this regard. Thank you.

Respectfully yours,

John T. Paxman
For the Firm

enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 7, 2003

John T. Paxman, P.A.
1832 North Dixie Highway
Lake Worth, FL 33460

SUBJECT: MIDDS, INC.
Ref. Number: 550790

We have received your document for MIDDS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our phone conversation, I am returning your document. It is my understanding that you are filing articles of merger opposed to articles of share exchange and that you would correct the document accordingly. Also as we discussed, the name of the merging corporation is MANNING MARKETING OF FLORIDA INC. Please also correct.

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) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 903A00013927

THE LAW OFFICES OF
JOHN T. PAXMAN, P.A.

October 8, 2003

Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32314

re: Manning Marketing, Inc. into
Midds, Inc.

Dear Sir or Madam:

Enclosed please find the articles of merger and merger agreement between Midds, Inc. and Manning Marketing, Inc. Also enclosed is a copy of your letter dated March 7, 2003. I spoke to Thelma in your office yesterday and let her know that I had inadvertently filed this letter away and just found it. She let me know that it would be all right to send everything back without including an additional check. This being my mistake, I appreciate not having to make the additional payment. Please do not hesitate to call should you have any questions in this regard. Thank you in advance.

Respectfully yours,



Lisa Van Orman
Assistant to Mr. Paxman

enclosures

RECEIVED
03 OCT 13 AM 8:51
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 14, 2003

John T. Paxman, P.A.
1832 North Dixie Highway
Lake Worth, FL 33480

SUBJECT: MIDDS, INC.
Ref. Number: 550790

We have received your document for MIDDS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our phone conversation, please correct the name of the merging corporation in the document to be Manning Marketing of Florida Inc., which is the name of the corporation as filed with this office.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 003A00056069

THE LAW OFFICES OF
JOHN T. PAXMAN, P.A.

October 28, 2003

Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32314

re: Manning Marketing, Inc. into
Midds, Inc.

Dear Sir or Madam:

Enclosed please find the corrected articles of merger and merger agreement between Manning Marketing of Florida and Midds, Inc. and a copy of your letter dated October 14, 2003. The sited corrections have been made. Please file the merger. Do not hesitate to call should you have any questions.

Respectfully yours,



Lisa Van Orman
Assistant to Mr. Paxman

enclosures

**ARTICLES OF MERGER OF
MANNING MARKETING OF FLORIDA INC. INTO MIDDS, INC.**

Pursuant to Florida Statutes § 607.1105, the corporations described herein, desiring to effect a merger, set forth the following facts:

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SECRETARY OF STAT.
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation surviving the merger is: Midds, Inc. The name of the surviving corporation has not been changed as a result of the merger.

ARTICLE II

The surviving corporation is a Florida corporation, which was incorporated on or about August 29, 1977, with Charter No. 550790.

ARTICLE III

The name of the non-surviving corporation is: Manning Marketing of Florida Inc., a Florida Corporation which was originally incorporated on or about March, 3, 1994, with Charter No. P94000016837.

ARTICLE IV

The Plan of Merger, containing the information required by Florida Statutes §607.1102, is set forth in Exhibit A, which is attached hereto and made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was approved by a unanimous vote of the shareholders on December 31, 2002.

ARTICLE VI

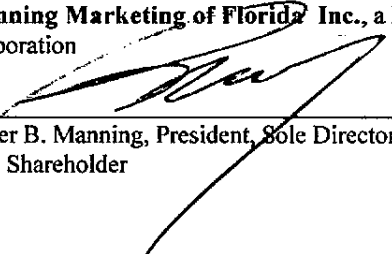
The manner of adoption and vote of the non-surviving corporation was approved by a unanimous vote of the shareholders on December 31, 2002.

ARTICLE VII

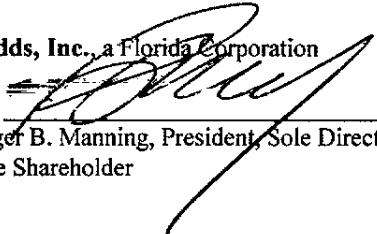
These Articles of Merger will be effective January 1, 2003.

Date: December 31, 2002.

Manning Marketing of Florida Inc., a Florida Corporation

By: 
Roger B. Manning, President, Sole Director, and
Sole Shareholder

Midds, Inc., a Florida Corporation

By: 
Roger B. Manning, President, Sole Director, and
Sole Shareholder

**Merger Agreement by and between
Midds, Inc., a Florida corporation and
Manning Marketing of Florida Inc., a Florida corporation**

Merger Agreement ("Agreement") dated effective 12:01 A.M. January 1, 2003, by and between Midds, Inc., a Florida corporation (sometimes called "Midds"), and Manning Marketing of Florida Inc., a Florida corporation (sometimes called "Manning Marketing"), the two corporations acting by their respective boards of directors and sometimes collectively referred to as the "Constituent Corporations."

Midds is a corporation organized and existing under the laws of the State of Florida, having been incorporated on August 29, 1977. The principal office and principal place of business of are located at 128 South Dixie Highway, Lake Worth, Florida 33460, and its resident agent is Roger Manning of 128 South Dixie Highway, Lake Worth, Florida 33460, upon whom legal process against may be served in the State of Florida. The authorized capital stock of consists of one hundred (100) shares of no par value stock, of which one hundred (100) shares are presently issued and outstanding with no other shares or share rights outstanding.

Manning Marketing is a corporation organized and existing under the laws of the State of Florida, having been incorporated on March 33, 1994. The principal office and place of business of Manning Marketing is located at 128 South Dixie Highway, Lake Worth, Florida 33460, and its resident agent is Roger Manning, of 128 South Dixie Highway, Lake Worth, Florida 33460, upon whom legal process against Manning Marketing may be served. The authorized capital stock of Manning Marketing consists of one thousand (1000) shares of common stock, par value \$10.00 per share, of which one thousand (1000) shares are presently issued with no other shares or share rights outstanding.

Florida Statutes §607.1101 confers upon Midds and Manning Marketing the power to merge and Florida Statutes §607.1106 allows the resulting corporation, upon the filing and recording of this Agreement, the resulting corporation, possesses all the powers and property formerly possessed by Manning Marketing.

The respective boards of directors of Midds and Manning Marketing deem it desirable and in the best interests of the corporations and their stockholders that the corporations merge pursuant to Florida Statutes §607.1101.

In consideration of the premises and mutual agreements, provisions and covenants contained, it is agreed by and between the parties that, in accordance with the provisions of the laws of the State of Florida, Midds and Manning Marketing shall be, and they are, as of 12:01 A.M. January 1, 2003, merged into a single surviving corporation (sometimes called the "Surviving Corporation"), which shall be and is Midds, one of the Constituent Corporations, which shall continue its corporate existence and remain a Florida corporation governed by the laws of that state, all on the terms and conditions set forth. Midds and Manning Marketing intend, by the timing of this merger, that Manning Marketing's existence shall terminate in the last moment of 2002, and the merger shall take place in the first moment of 2003.

Article I - Merger

1. This Merger Agreement (sometimes called the "Agreement"), shall be submitted for adoption and approval by the shareholders of each of the Constituent Corporations at separate meetings, each of which shall be held in accordance with Florida Statutes §607.001 *et. seq.*
2. Upon the adoption and approval of this Agreement by the respective shareholders of the Constituent Corporations, the facts shall be certified on this Agreement and this Agreement shall be signed, acknowledged, filed and recorded in the manner required by Florida Statutes §607.001 *et. seq.*
3. The merger of Manning Marketing into Midds is as of 12:01 A.M. January 1, 2003, hereinafter referred

to from time to time as the "Merger Date."

Article II - Name and Continued Corporate Existence of Surviving Corporation

The corporate name of Midds, the Constituent Corporation whose corporate existence is to survive this merger and continue thereafter as the Surviving Corporation, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of Manning Marketing shall be wholly merged into Midds. Accordingly, on the Merger Date the separate existence of Manning Marketing, except insofar as continued by statute, shall cease.

Article III - Governing Law

As stated, the laws of the State of Florida shall govern the Surviving Corporation.

Article IV - Bylaws of Surviving Corporation

From and after the Merger Date the present bylaws of Midds shall be and become the bylaws of the Surviving Corporation.

Article V - Directors and Officers

1. The directors and officers of Midds shall hold the same positions in the Surviving Corporation.
2. The first annual meeting of the shareholders of the Surviving Corporation after the Merger Date shall be the annual meeting provided by the bylaws of the Surviving Corporation for the year 2003.
3. If, on or after the Merger Date, a vacancy shall for any reason exist in the board of directors of the Surviving Corporation, or in any of the offices, the vacancy shall be filled in the manner provided in the Articles of Incorporation of the Surviving Corporation or in its bylaws.

Article VI - Capital Stock of Surviving Corporation

The capitalization of the Surviving Corporation upon the Merger Date shall be as set forth in the Articles of Incorporation of the Surviving Corporation.

Article VII - Conversion of Securities on Merger

As Roger Manning is the sole shareholder of the Constituent Corporations, all one thousand (1000) shares of Manning Marketing shall become ten (10) no par value shares of Midds, and the one hundred (100) shares of Midds, shall be converted to ninety (90) no par value shares of Midds.

Article VIII - Assets and Liabilities

1. On the Merger Date, all: property, real, personal and mixed; all debts due to either of the Constituent Corporations on whatever account; all stock subscriptions; all other *choses in action*; and all and every other interest of or belonging to either of Constituent Corporations shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. All property and every other interest shall be as of the Effective Date the property of the Surviving Corporation as it was of the respective Constituent Corporations, and the title to any real estate or any interest, whether vested by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon the property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall attach to the Surviving Corporation, and may

be enforced against it to the same extent as if the debts, liabilities, obligations and duties had been incurred or contracted by it. Any action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be submitted in place of either of the Constituent Corporations. The parties respectively agree that from time to time, when requested by the Surviving Corporation or by its successors or assigns, they will execute and deliver or cause to be executed and delivered all deeds and instruments, and will take or cause to be taken all further or other action, as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation or its successors or assigns title to and possession of all the property and rights and otherwise carry out the intent and purposes of this Agreement.

2. The Surviving Corporation shall assume and use the Federal Tax Identification Number of Midds.

Article IX - Warranties of the Constituent Corporations

Manning Marketing covenants, represents and warrants to Midds that it is:

1. A corporation duly organized and existing and in good standing under the laws of the State of Florida;
2. Duly authorized pursuant to its Articles of Incorporation, as amended to date, and under applicable laws, to engage in the business carried on by it;
3. It is fully qualified to do business in the State of Florida;
4. All federal, state and local tax returns required to be filed by it, on or before the Merger Date will have been filed, and all taxes shown to be required to be paid on or before the Merger Date will have been paid;
5. It will use its best efforts to collect the accounts receivable owned by it on or prior to the Merger Date and will follow its past practices in connection with the extension of any credit prior to the Merger Date;
6. All fixed assets owned by it and employed in its businesses are of the type, kind and condition appropriate for its businesses and will be operated in the ordinary course of business until the Merger Date;
7. All leases now held by it are now and will be on the Merger Date in good standing and not voidable or void by reason of any default whatsoever;
8. It has not been represented by any broker in connection with the transaction contemplated, except as it has advised in writing;
9. Its board of directors has, subject to the authorization and approval of its stockholders, authorized and approved the execution and delivery of this Agreement, and the performance of the transactions contemplated by this Agreement;
10. Use its best efforts to preserve its business organization intact, to keep available to the present officers and employees of Manning Marketing, and to preserve for the relationships of Manning Marketing with suppliers and customers and others having business relations with Manning Marketing; and
11. Not increase the compensation, wages, or other benefits payable to its officers or employees, other than increases which Midds has approved in writing.

Midds covenants, represents and warrants to Manning Marketing that:

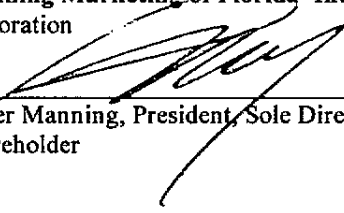
1. Midds is a corporation duly organized and existing and in good standing under the laws of the State of Florida and has the corporate power to own its properties and to carry on its business as now being

conducted; and

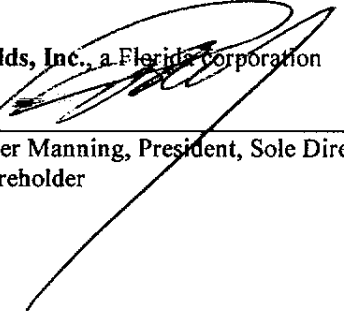
2. Its board of directors has, subject to the authorization and approval of its stockholders, authorized and approved the execution and delivery of this Agreement, and the performance of the transactions contemplated by this Agreement.

In witness, the directors, or a majority of them, of each of the Constituent Corporations have duly subscribed their names to this Agreement under the corporate seal of their respective corporation, all as of the day and year first written above.

Manning Marketing of Florida Inc., a Florida corporation

By: 
Roger Manning, President, Sole Director, Sole Shareholder

Midds, Inc., a Florida corporation

By: 
Roger Manning, President, Sole Director, Sole Shareholder