

563132

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

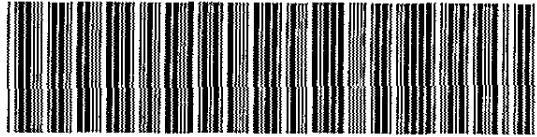
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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700109548437

Merger

09/18/07--01035--007 **70.00

RECEIVED 2007 SEP 18 PM 12:53
FILED
07 SEP 18 AM 11:18
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AJR
9/18/07



CT

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

September 18, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7026522 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

T-Square Miami, Inc. (FL)
Merger (Discontinuing Company)
Florida

T-Square Express, Inc. (FL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

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, Florida Statutes.

FILED
2007 SEP 18 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
T-Square Express, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
T-Square Miami, Inc.	Florida	

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 after merger file date.)

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 September 7, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 September 7, 2007

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

(Attach additional sheets if necessary)

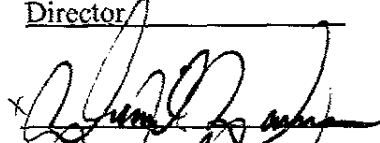
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

T-Square Express, Inc.

X 

David Wallace, Secretary

T-Square Miami, Inc.

X 

David Wallace, Secretary

**AGREEMENT
AND
PLAN OF MERGER**

This Agreement and Plan of Merger ("Agreement") is entered into effective as of September 7, 2007, by and among T-SQUARE EXPRESS, INC., a Florida corporation, with its principal executive offices located at 700 North Central Avenue, Glendale, California (the "Surviving Corporation"), and T-SQUARE MIAMI, INC, Florida corporation, with its principal executive offices located at 700 North Central Avenue, Glendale, California (the "Merging Corporation").

1. The Merging Corporation shall be merged into and with the Surviving Corporation, with the surviving entity being the Surviving Corporation. The name of the Surviving Corporation shall be unchanged.
2. The merger shall become effective as of the date first set forth above, provided that all necessary and appropriate documentation has been prepared, executed and filed in accordance with the laws of the State of Florida, and all necessary approvals have been obtained.
3. This Agreement and the merger of the Merging Corporation into the Surviving Corporation has been duly approved by the Board of Directors of the Merging Corporation and the Surviving Corporation, and by ARC Acquisition Corporation, a California corporation, the sole shareholder and one hundred percent (100%) owner of the Merging Corporation and the Surviving Corporation.
4. As of the date first set forth above, the outstanding shares of the Merging Corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.
5. As of the date first set forth above, the outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.
6. The Certificate of Incorporation and Bylaws of the Surviving Corporation that are in effect on the effective date of the merger shall continue in full force and effect and unchanged as the Articles of Incorporation and Bylaws of the Surviving Corporation following the merger.
7. The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such actions necessary or desirable to evidence and carry out the merger.
8. The Surviving Corporation shall assume all tax and other liabilities of the Merging Corporation as of the effective date of the merger.
9. The effect of the merger is as prescribed by Florida law.

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the date first set forth above.

SURVIVING CORPORATION:

T-Square Express, Inc., a Florida corporation

By: 

David Wallace, Secretary

MERGING CORPORATION:

T-Square Miami, Inc., a Florida corporation

By: 

David Wallace, Secretary