

567881

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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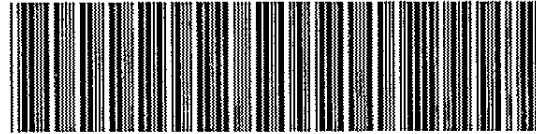
(Business Entity Name)

(Document Number)

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## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Proto Circuits of Florida, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Clifford Branam, President  
(Contact Person)

Proto Circuits of Florida, Inc.  
(Firm/ Company)

6610 NW 21<sup>st</sup> Avenue  
(Address)

Fort Lauderdale, FL 33309-1895  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Clifford Branam at (954) 971 - 8370  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Mailing Address:**

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**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.

First: The name and jurisdiction of the surviving Corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ Applicable)
<u>Proto Circuits of Florida, Inc.</u>	<u>Florida</u>	<u>567881</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ Applicable)
<u>Proto Circuits Inc.</u>	<u>Maryland</u>	<u>D00455238</u>

Third: The plan of Merger is attached.

Fourth: The merger shall become effective 9/30/06.

Fifth: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 9/1/06 and the shareholder approval was not required.

Sixth: Adoption of Merger by merging corporations.

The Plan of Merger was adopted by the board of directors of the merging corporations on 9/1/06 and shareholder approval was not required.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed Name of Individual &amp; Title</u>
<u>Proto Circuits of Florida, Inc.</u>	<u><i>Clifford Branam</i></u> 9-27-06	<u>Clifford Branam, President</u>
<u>Proto Circuits, Inc.</u>	<u><i>Clifford Branam</i></u> 9-27-06	<u>Clifford Branam, President</u>

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**PLAN OF MERGER**  
(Merger of subsidiary corporations)

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Proto Circuits, Inc.</u>	<u>Maryland</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Proto Circuits of Florida, Inc.</u>	<u>Florida</u>

Based upon Regulation Section 1.368-3 "Plan of Reorganization"

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Clifford Branam is the sole 100% shareholder of Proto Circuits, Inc. which owns 100% of the common stock of Proto Circuits of Florida, Inc. Mr. Branam will exchange 100% of his common stock in Proto Circuits, Inc. for 100% of the common stock of Proto Circuits of Florida, Inc. As a result, this will create a downstream merger of Proto Circuits, Inc. into Proto Circuits of Florida, Inc.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Mr. Branam will surrender 100% of his common stock in exchange for 100% of the common stock of Proto Circuits of Florida, Inc.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Mr. Branam's basis in the common shares of Proto Circuits of Florida, Inc. will be the same basis as his shares in the parent, Proto Circuits, Inc.