

578729

Requester's Name

DANIEL E. OATES, P.A.

ATTORNEY AT LAW

1500 EAST ATLANTIC BOULEVARD, SUITE B

POMPANO BEACH, FLORIDA 33060-5765

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

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

578729
MERGED
SPR 11-3-99

Examiner's Initials

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

SUN MACHINING, INC., a Florida corporation, document #J75788

INTO

POMPANO PRECISION PRODUCTS, INC., a Florida entity, 578729.

File date: November 3, 1999

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER OF
SUN MACHINING INC., A Florida corporation
Into
POMPANO PRECISION PRODUCTS, INC., a Florida Corporation,

ARTICLES OF MERGER between SUN MACHINING INC, a Florida corporation ("SUN MACHINING") and POMPANO PRECISION PRODUCTS, INC., a Florida corporation ("POMPANO PRECISION").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), SUN MACHINING and POMPANO PRECISION adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated November 1, 1999 ("Plan of Merger"), between SUN MACHINING and POMPANO PRECISION was approved and adopted by the shareholders of SUN MACHINING on November 1, 1999 and was adopted by the shareholders of POMPANO PRECISION on November 1, 1999.

2. Under the Plan of Merger, all issued and outstanding shares of SUN MACHINING's stock will be acquired by means of a merger of SUN MACHINING into POMPANO PRECISION with POMPANO PRECISION the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the date on which the articles of merger are filed.

IN WITNESS WHEREOF, the parties have set their hands on November 1, 1999.

SUN MACHINING INC
a Florida corporation

by 
Its President

POMPANO PRECISION PRODUCTS INC
a Florida corporation

by 
Its President

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EXHIBIT "A" - PLAN OF MERGER

Merger between POMPANO PRECISION PRODUCTS INC., (the "Surviving Corp.") and SUN MACHINING INC., (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, Disappearing Corp.'s one hundred (100) shares of issued and outstanding common stock shall without more be converted into and exchanged for Eight Hundred and Twenty Five (825) shares of Surviving Corp.'s common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the

Articles of Merger shall specify the "Effective Date," which shall be the date on which the Articles of Merger are filed.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.