

622609

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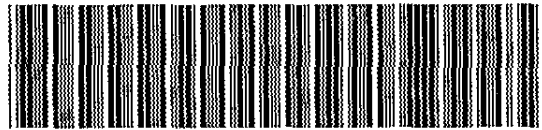
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2003 DEC 22 PM 4:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 DEC 22 PM 4:14

DIVISION OF CORPORATION

EFFECTIVE DATE
12-31-03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 371558 7413047
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 78.75

ORDER DATE : December 22, 2003

ORDER TIME : 3:38 PM

ORDER NO. : 371558-005

CUSTOMER NO: 7413047

CUSTOMER: Mr. T. Richard Hagin
Getzen And Hagin, P.a.
Post Office Box 248

Bushnell, FL 33513

ARTICLES OF MERGER

SUMTER ENTERPRISES, INC.

INTO

BULLDOG WRECKING COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 23, 2003

CSC
SARA
TALLAHASSEE, FL

SUBJECT: BULLDOG WRECKING COMPANY
Ref. Number: 622609

We have received your document for BULLDOG WRECKING COMPANY and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following: 78.75

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 303A00068323

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Resubmit

**PLAN OF MERGER
AND
ARTICLES OF MERGER
OF
BULLDOG WRECKING COMPANY**

FILED
2003 DEC 22 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER adopted pursuant to the "Florida Business Corporation Act", to-wit:

1. The undersigned corporations, **BULLDOG WRECKING COMPANY**, and **SUMTER ENTERPRISES, INC.**, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.
2. The name of the surviving corporation is **BULLDOG WRECKING COMPANY**.
3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1106 of the Florida Statutes (2003).
4. The Plan of Merger will become effective December 31, 2003, at 11:59 p. m., Eastern Standard Time.
5. No changes in the Articles of Incorporation of the surviving corporation have been made.
6. The Plan of Merger was adopted by the Shareholders and Board of Directors of **BULLDOG WRECKING COMPANY** (surviving corporation) on December 18, 2003.
7. The Plan of Merger was adopted by the Shareholders and Board of Directors of **SUMTER ENTERPRISES, INC.**, (absorbed corporation) on December 18, 2003.
8. The Plan of Merger calls for an exchange of the issued shares which shall be effected as follows: The outstanding shares of the absorbed corporation will be surrendered and then fifty (50) shares for the absorbed corporation will be issued in the surviving corporation.

EFFECTIVE!
12-31-03

DATED: December 18, 2003, at Bushnell, Florida.

BULLDOG WRECKING COMPANY

By: [Signature]
T. RICHARD HAGIN-President

Attest: [Signature] Secretary

SUMTER ENTERPRISES, INC.

By: [Signature]
T. RICHARD HAGIN - President

Attest: [Signature] Secretary

**PLAN OF MERGER
of
BULLDOG WRECKING COMPANY**

PLAN OF MERGER dated December 18, 2003, between

BULLDOG WRECKING COMPANY, hereinafter sometimes called the surviving corporation, and
SUMTER ENTERPRISES, INC., hereinafter sometimes called the absorbed corporation.

STIPULATIONS

- A. **BULLDOG WRECKING COMPANY** (Surviving corporation) is a corporation organized and existing under the laws of the State of Florida, with its principal office at 132 Bushnell Plaza, P. O. Box 248, Bushnell, Florida 33513. **BULLDOG WRECKING COMPANY** (Surviving corporation) has a capitalization of \$1200.00 (1200 authorized shares of ONE Dollars (\$1.00) par value common stock), of which 50 shares are issued and outstanding.
- B. **SUMTER ENTERPRISES, INC.**, (Absorbed corporation) is a corporation organized and existing under the laws of the State of Florida with its principal office at 132 Bushnell Plaza, P. O. Box 248, Bushnell, Florida 33513. **SUMTER ENTERPRISES, INC.**, (Absorbed corporation) has a capitalization of \$5000.00 (5000 authorized shares of ONE Dollars (\$1.00) par value common stock), of which 500 shares are issued and outstanding.
- C. The boards of directors of the constituent corporation deem it desirable and in the best business interests of the absorbed corporation and its stockholders that **SUMTER ENTERPRISES, INC.**, be merged into **BULLDOG WRECKING COMPANY** pursuant to the provisions of Section 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section One. Merger. **SUMTER ENTERPRISES, INC.**, (Absorbed corporation) shall merge with and into **BULLDOG WRECKING COMPANY**, which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, titles, interests, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the each of the absorbed corporation, without the necessity for any separate transfer or conveyances. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, of **BULLDOG WRECKING COMPANY** (rights, obligations, and other securities) of the surviving corporation is as follows:

- a. All of the outstanding shares of the ONE Dollars (\$1.00) par value common stock of **SUMTER ENTERPRISES, INC., (Absorbed corporation)** issued and outstanding on the effective date of the merger shall be converted into FIFTY (50) shares for the absorbed corporation of the ONE Dollars (\$1.00) par value common stock of **BULLDOG WRECKING COMPANY** (surviving corporation), meaning that there will be a total ONE HUNDRED (100) shares of ONE dollar (\$1.00) par value common stock of **BULLDOG WRECKING COMPANY** shares issued and outstanding immediately following the completion of the merger, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.
- 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 share 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.
- c. Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation **BULLDOG WRECKING COMPANY** shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation **BULLDOG WRECKING COMPANY** shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation **BULLDOG WRECKING COMPANY** on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. 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.

Section Eight. Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

Section Nine. Effective Date of Merger. The effective date of this merger shall be December 31, 2003, at 11:59 p.m., Eastern Standard Time.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 18, 2003; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on December 18, 2003, at Bushnell, Sumter County, Florida.

BULLDOG WRECKING COMPANY

By: 
T. RICHARD HAGIN-President

Attest:  Secretary

SUMTER ENTERPRISES, INC.

By: 
T. RICHARD HAGIN - President

Attest:  Secretary