

Division of Corporations

Page 1 of 2

678669

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

RESUBMIT

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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE

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ARTICLES OF MERGER  
Merger Sheet

MERGING:

R.E.M., INC., a New York corporation not qualified to transact business in the State of Florida

INTO

**DEWITT TOOL CO., INC.**, a Florida entity, 678669.

File date: February 28, 2002

Corporate Specialist: Darlene Connell

Division of Corporations

Page 2 of 2

### DEWITT TOOL CO., INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 28, 2002

DEWITT TOOL CO., INC.  
6550 NW 72ND AVE.  
MIAMI, FL 33166

SUBJECT: DEWITT TOOL CO., INC.  
REF: 678669

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Karen Gibson  
Corporate Specialist

FAX Aud. #: H02000046603  
Letter Number: 702A00012408

**RESUBMIT**  
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**CERTIFICATE OF MERGER**

of

**R.E.M., INC.**

and

**DEWITT TOOL CO., INC.**

Into

**DEWITT TOOL CO., INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 FEB 28 PM 4: 56

Under Section 607.1101 of the Florida Business Corporation Act

It is hereby certified upon behalf of each of the constituent corporations herein named, as follows:

**FIRST:** The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

**SECOND:** The name of the constituent corporation which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation," is DEWITT TOOL CO., INC. The date upon which its certificate of incorporation was filed by the Department of State of Florida is July 16, 1980.

**THIRD:** The name of the other constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation," is R.E.M., INC. The date upon which its certificate of incorporation was filed by the Department of State of New York is October 12, 2000.

**FOURTH:** The total number of shares of stock which DEWITT TOOL CO., INC. has authority to issue is 7,500, all of which are common shares, without par value; and

The total number of shares of stock which R.E.M., INC. has authority to issue is 200, all of which are common shares, without par value.

**FIFTH:** The merger herein certified was authorized in respect of DEWITT TOOL CO., INC. by the written consent of holders of outstanding shares of the corporation entitled to vote on the plan of merger, having not less than the minimum requisite proportion of votes, which has been given in accordance with Section 607.1101 the Business Corporation Act of the State of Florida. Written notice has been given as and to the extent required by the said Section 607.1101. The written consent was adopted on February 26, 2002.

The merger herein certified was authorized in respect of R.E.M., INC. by the written consent of holders of outstanding shares of the corporation entitled to vote on the plan of merger, having not less than the minimum requisite proportion of votes, which has been given in accordance with Section Business 607.1101 of the Business Corporation Act of the State of Florida. Written notice has been given as and to the extent required by the said Section 607.1103. The written consent was adopted on February 26, 2002.

SIXTH: The effective date of the merger herein certified shall be the 28 day of February, 2002.

Signed on February 26, 2002

DEWITT TOOL CO., INC

By:

Marc Barnett  
Marc Barnett, President

R.E.M., INC.

By:

Jack Barnett  
Jack Barnett, President

**PLAN OF MERGER**  
of  
**R.E.M., INC.**  
and  
**DEWITT TOOL CO., INC.**

PLAN OF MERGER adopted on February 16, 2002, by R.E.M., INC., a business corporation of the State of New York, and by its Board of Directors on said date, and adopted on February 16, 2002, by DEWITT TOOL CO., INC., a business corporation of the State of Florida, and by its Board of Directors on said date.

1. The participating corporations, R.E.M., INC. and DEWITT TOOL CO., INC. shall pursuant to the provisions of Section 607.1101 of the Business Corporation Act of the State of Florida, be merged with and into a single corporation, to wit, DEWITT TOOL CO., INC. which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Act of the State of Florida. The separate existence of R.E.M., INC. which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon said effective date in accordance with the provisions of the said Business Corporation Act.

2. The number of outstanding shares of the terminating corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

The number of the aforesaid outstanding shares is subject to change prior to the effective date of the merger by reason of the issue of additional shares.

3. The number of outstanding shares of the surviving corporation is 208 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

The number of the aforesaid outstanding shares is subject to change prior to the effective date of the merger by reason of the issue of additional shares.

4. The certificate of incorporation of the surviving corporation as of the effective

date of the merger shall be the certificate of incorporation of said surviving corporation and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Business Corporation Act of the State of Florida.

5. The by-laws of the surviving corporation upon the effective date of the merger shall be the by-laws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

6. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

7. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into 2.08 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

8. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation and of the surviving corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

9. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation and of the surviving corporation in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger



herein provided for.

IN WITNESS WHEREOF, this Plan of Merger is hereby executed upon behalf of each of the constituent corporations which are parties thereto.

Dated: February 12, 2002

R.E.M., INC.

By: Jack Barnett  
Jack Barnett, President

DEWITT TOOL CO., INC.

By: Mark Barnett  
Mark Barnett, President