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**MERGER OR SHARE EXCHANGE**

**Mocal Enterprises, Inc.**

Certificate of Status	0
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**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:

Name: Mocal Enterprises, Inc.  
Jurisdiction: Indiana

**Second:** The name and jurisdiction of the merging corporation:

Name: Palms 5, Inc.  
Jurisdiction: Florida

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on December 23, 2009.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on  
November 2, 2009

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation on  
November 2, 2009

MOCAL ENTERPRISES, INC.

By:   
Name: Calvin Haddad  
Title: President

PALMS 5, INC.

By:   
Name: Calvin Haddad  
Title: President

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PLAN OF MERGER made and entered into as of November 2, 2009 by and between PALMS 5, INC. a Florida corporation, as approved by resolution adopted unanimously by its Board of Directors and all of the shareholders and MOCAL ENTERPRISES, INC., an Indiana corporation, as approved by resolution adopted unanimously by its Board of Directors and all of the shareholders.

WHEREAS, Palms 5, Inc. and Mocal Enterprises, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective shareholders to merge Palms 5, Inc. into Mocal Enterprises, Inc. pursuant to the provisions of the laws of the jurisdiction of organization of each of the corporations;

NOW THEREFORE, in consideration of the premises and of the joint and mutual agreement of the parties contained herein, the parties hereby agree as follows:

1. Palms 5, Inc. and Mocal Enterprises, Inc. shall, pursuant to the provisions of the laws of the State of Florida and of the laws of the State of Indiana, be merged with and into a single corporation, Mocal Enterprises, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes referred to hereinafter as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Mocal Enterprises, Inc. pursuant to the provisions of the laws of the State of Indiana. The separate existence of Palms 5, Inc. which is sometimes referred to hereinafter as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.
2. The articles of incorporation of the surviving corporation on the effective date of the merger shall be the articles of incorporation of said surviving corporation and such articles of incorporation shall continue in full force and effect until changed, altered or amended in the manner prescribed by the provisions of the laws of the State of Indiana.
3. The by-laws of the surviving corporation on the effective date of the merger shall be the by-laws of said surviving corporation and such by-laws 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 laws of the State of Indiana.
4. The members of the Board of Directors and officers of the surviving corporation in office on 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.
5. Each share of stock of the surviving corporation issued and outstanding on the effective date of the merger shall remain issued and outstanding from and after the effective date of the merger. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued and outstanding on the

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effective date of the merger shall, from and after the effective date of the merger, continue to represent one issued and outstanding share of the surviving corporation.

6. Each share of common stock of the terminating corporation issued and outstanding on the effective date of the merger shall, from and after the effective date of the merger, be converted into .027018 shares of voting stock of the surviving corporation and .027018 shares of non-voting stock of the surviving corporation.

7. The merger of the terminating corporation with and into the surviving corporation as herein jointly agreed upon has been authorized by the Board of Directors and shareholders of the surviving corporation in such manner as the laws of the State of Indiana prescribe and by the Board of Directors and shareholders of the terminating corporation in such manner as the laws of the State of Florida prescribe; and the Plan of Merger herein made, entered into and approved has been fully adopted by the surviving and terminating corporations by the written consent of all of the directors and all of the shareholders of each of the corporations, without a meeting.

8. The terminating corporation and the surviving corporation, respectively, will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Indiana, and will cause to be performed all necessary acts therein and elsewhere to consummate this Plan of Merger and to effectuate the merger herein provided for.

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

10. The effective date of the merger herein provided for shall be December 23, 2009.