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2009 NOV 30 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TB

DEC - 1 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: U.S. HEARING AID CENTERS, INC
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

AMOS MELVIN, SR.

Contact Person

U.S. HEARING AID CENTERS, INC.

Firm/Company

3180 COUNTY RD. 220, STE 2

Address

MIDDLEBERG, FL 32068

City/State and Zip Code

amelvin@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

AMOS MELVIN, SR

Name of Contact Person

At (904)

612.6580

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, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 19, 2009

AMOS MELVIN, SR
U.S. HEARING AID CENTERS, INC.
3180 COUNTY RD 220 STE 2
MIDDLEBERG, FL 32068

SUBJECT: U.S. HEARING AID CENTERS, INC.
Ref. Number: F01000005684

We have received your document for U.S. HEARING AID CENTERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as I have had no further communication with you since our phone call of October 27, 2009.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 309A00036044

RECEIVED
NOV 20 2009
AM 8:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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>U.S. HEARING AID CENTERS, INC.</u>	<u>Illinois</u>	<u>F01000005684</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>HEARING AID COMPANY, INC.</u>	<u>FLORIDA</u>	<u>P08000109687</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
OCTOBER 14, 2009 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
OCTOBER 14, 2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
2009 NOV 30 AM 9:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

Director _____
Amos M. President
 AMOS MELVIN, SR. -

AMOS MELVIN, SR. - PRESIDENT

AMOS MELVIN,

HEARING AID COMPANY

AMOS MELVIN, SR. - PRESIDENT

INC.

Figure 1

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

Figure 1

[illegible]

100% 99% 98% 97% 96% 95% 94% 93% 92% 91% 90% 89% 88% 87% 86% 85% 84% 83% 82% 81% 80% 79% 78% 77% 76% 75% 74% 73% 72% 71% 70% 69% 68% 67% 66% 65% 64% 63% 62% 61% 60% 59% 58% 57% 56% 55% 54% 53% 52% 51% 50% 49% 48% 47% 46% 45% 44% 43% 42% 41% 40% 39% 38% 37% 36% 35% 34% 33% 32% 31% 30% 29% 28% 27% 26% 25% 24% 23% 22% 21% 20% 19% 18% 17% 16% 15% 14% 13% 12% 11% 10% 9% 8% 7% 6% 5% 4% 3% 2% 1% 0%

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

U.S. HEARING AID CENTERS, INC.

Illinois

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

HEARING AID COMPANY, INC

FLORIDA

Third: The terms and conditions of the merger are as follows:

There are no special terms or conditions related to the merger; merely a merger for ease of management since the companies are in the same industry.

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

Shares of the surviving company were exchanged for the shares of the merged company on the basis of an equal exchange with no cash consideration or other property involved.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
There are no amendments to the articles of incorporation of the surviving corporation.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

None

SPECIAL MEETING OF DIRECTORS

THE UNDERSIGNED, as the sole Director of Hearing Aid Company, Inc., a Florida corporation, held the special meeting of Directors on October 14, 2009 and hereby adopts the following:


Whereas, the Director has determined that business economic conditions mandate the merger with U.S. Hearing Aid Centers, Inc. (a sister corporation). The Director, President and Secretary of the corporation, hereby votes to terminate the corporation upon the filing of final corporate income tax return.

The merger is adopted as a Type A Reorganization of the above corporations under IRC SEC 368(a)(1)(A), regulation 1368-3(a) and temporary regulation 1.368.21.

1,000 shares Common stock shall be exchanged for 1,000 shares of U.S. Hearing Aid Centers, Inc.

There being no further business of the corporation, the meeting is hereby adjourned.

Dated this 14th day of October 2009.

A handwritten signature in cursive script, appearing to read "Amos L. McQuinn".

Director and President