

F07000006328

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

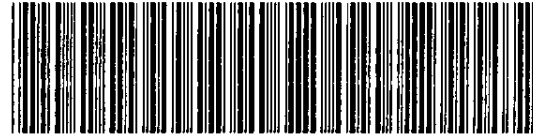
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500194167395

03/07/11--01003--008 **35.00

02/22/11--01004--022 **35.00

11 MAR - 3 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Merfer
3/8/11
K

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fluid Flow Products, 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:

Jan Glover, CPA

Contact Person

Potter & Company, P.A.

Firm/Company

114 N. Church Street

Address

Monroe, North Carolina 28112

City/State and Zip Code

jpglover@gotopotter.com

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

For further information concerning this matter, please call:

Jan Glover, CPA

Name of Contact Person

At (704)

283-8189

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

February 23, 2011

JAN GLOVER CPA
114 N CHURCH ST
MONROE, NC 28112

SUBJECT: FLUID-FLOW OF FLORIDA, INC.
Ref. Number: F07000006328

We have received your document for FLUID-FLOW OF FLORIDA, 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):

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.

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) 245-6957.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 711A00004604

RECEIVED

11 MAR -3 AM 9:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

850-245-6050

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.

11 MAR -3 PM 1:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 APPROVED
 AND
 FILED

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Fluid Flow Products, Inc.</u>	<u>North Carolina</u>	<u>n/a</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Fluid Flow of Florida, Inc.</u>	<u>North Carolina</u>	<u>F07000006328</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 12 / 31 / 2010 (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 12/31/2010 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 12/31/2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Fluid Flow Products, Inc.

Ellen McGinnis

Ellen McGinnis, Treasurer

Fluid Flow of Florida, Inc.

Ellen McGinnis

Ellen McGinnis, Treasurer

**PLAN OF MERGER
OF
FLUID-FLOW OF FLORIDA, INC.
WITH AND INTO
FLUID-FLOW PRODUCTS, INC.**

This Plan of Merger (the "Plan of Merger") is entered into as of [●], 2010, by and between FLUID-FLOW OF FLORIDA, INC., a North Carolina corporation ("Subsidiary") and FLUID-FLOW PRODUCTS, INC., a North Carolina corporation ("Parent"), and sets forth the terms and conditions upon which, at the Effective Time (as hereinafter defined), Subsidiary shall be merged with and into Parent.

1. Constituent Corporations; Parent and Subsidiary; Surviving Corporation.

The constituent corporations party to this Plan of Merger (the "Constituent Corporations") are Subsidiary and Parent. Parent owns all of the issued and outstanding capital stock of Subsidiary. Pursuant to Section 55-11-04 of the North Carolina Business Corporation Act, Subsidiary shall be merged with and into Parent as provided herein (the "Merger"), and Parent shall be the surviving corporation in the Merger (the "Surviving Corporation"), and shall retain the corporate name Fluid-Flow Products, Inc.

2. Effective Time.

The Merger shall become effective at 11:59:59 p.m. Eastern Standard Time on December 31, 2010 (the "Effective Time").

3. Terms and Conditions of Merger.

- (a) The Merger shall be effected pursuant to the provisions of the North Carolina Business Corporation Act and in accordance with the terms set forth in this Plan of Merger. The Merger may be abandoned at any time before the Effective Time by action of the President of Parent.
- (b) At the Effective Time, Subsidiary will be merged with and into Parent with the effects set forth in Section 55-11-06 of the North Carolina Business Corporation Act and the separate corporate existence of Subsidiary shall cease and the corporate existence of Parent shall continue as the Surviving Corporation. The Articles of Incorporation and Bylaws of Parent as in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation after the Effective Time until they may be thereafter duly amended in accordance with applicable law. The officers and directors of Parent in office immediately prior to the Effective Time shall continue as the officers and directors of the Surviving Corporation after the Effective Time until their respective successors are duly elected or appointed, as the case may be, and qualified, or until their earlier resignation or removal, in accordance with the Bylaws of the Surviving Corporation and all applicable law.

4. Manner and Basis of Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of capital stock of the Constituent Corporations will be converted, exchanged and cancelled as follows:

- (a) Surviving Corporation. The outstanding shares of capital stock of Parent will not be converted, exchanged or altered or otherwise affected in any manner as a result of the Merger and will remain issued and outstanding shares of capital stock of Parent.
- (b) Merging Corporation. Inasmuch as Subsidiary is a wholly-owned subsidiary of Parent and Parent is to be the Surviving Corporation, no cash, shares, other securities or obligations will be distributed or issued upon conversion or cancellation of the shares of Subsidiary, and each of the outstanding shares of capital stock of Subsidiary will be automatically cancelled and retired and cease to exist by virtue of the Merger and without any action on the part of the holder thereof.

[remainder of page intentionally blank]

**CONFIRMATION OF APPROVAL AND
WAIVER OF MAILING REQUIREMENT**

The undersigned Fluid-Flow Products, Inc., being the Surviving Corporation and the sole shareholder of Fluid-Flow of Florida, Inc. does hereby confirm that the foregoing Plan of Merger was duly adopted and approved by the unanimous consent of the Board of Directors of Fluid-Flow Products, Inc. on [●], 2010, and does hereby waive the requirement of Section 55-11-04 of the North Carolina Business Corporation Act that a copy or summary of the foregoing Plan of Merger be mailed to the undersigned in its capacity as such shareholder.

FLUID-FLOW PRODUCTS, INC.

By: Ellen McGinnis
Name: Ellen McGinnis
Title: Treasurer

For itself and as sole shareholder of Fluid-Flow of
Florida, Inc.