

F10093

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Merge

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1.) Tony + Don Enterprises, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) RE: Source South Florida, Inc
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

TONY & DAN ENTERPRISES, INC., a Florida corporation, P93000000144

INTO

RE:SOURCE SOUTH FLORIDA, INC., a Florida corporation, F10093.

File date: March 25, 1999

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER OF
TONY & DAN ENTERPRISES, INC. AND
RE:SOURCE SOUTH FLORIDA, INC**

FILED
99 MAR 25 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging **Tony & Dan Enterprises, Inc.** with and into **Re:Source South Florida, Inc.** as approved and adopted by written consent of the shareholders of Tony & Dan Enterprises, Inc. entitled to vote thereon given on March 16, 1999, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Re:Source South Florida, Inc. entitled to vote thereon given on March 16, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

SECOND: Re:Source South Florida, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

THIRD: The merger contemplated by the Plan of Merger shall be effective as of the time and date of the filing of these Articles of Merger with the Department of State of the State of Florida.

Executed on this 16 day of March, 1999.

TONY & DAN ENTERPRISES, INC.

By: Raymond S. Wilton
Name: Raymond S. Wilton
Title: Sr. V.P. + Secretary

RE:SOURCE SOUTH FLORIDA, INC.

By: Raymond S. Wilton
Name: Raymond S. Wilton
Title: Sr. V.P.

**PLAN OF MERGER OF
TONY & DAN ENTERPRISES, INC.
RE:SOURCE SOUTH FLORIDA, INC**

PLAN OF MERGER adopted by Tony & Dan Enterprises, Inc. business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on March 16, 1999, and adopted on March 16, 1999 by Re:Source South Florida, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on March 16, 1999. The names of the corporations planning to merge are Tony & Dan Enterprises, Inc. a business corporation organized under the laws of the State of Florida, and Re:Source South Florida, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Tony & Dan Enterprises, Inc. plans to merge is Re:Source South Florida, Inc.

1. Tony & Dan Enterprises, Inc. and Re:Source South Florida, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Re:Source South Florida, Inc., which shall be the surviving corporation at the effective time and 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 Florida Business Corporation Act. The separate existence of Tony & Dan Enterprises, Inc. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the initial Board of Directors and the initial officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, not be converted in any manner, but each said share shall be surrendered and extinguished at the

effective time and date of the merger. The issued shares of the surviving corporation immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner and, instead, each said share shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall be or shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving 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.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers 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.