

F 62651

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

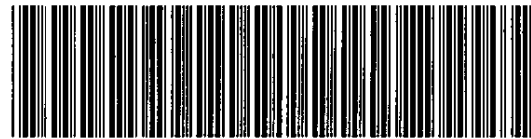
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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400184509044

08/27/10--01029--014 **70.00

Effective: 8/31/10

FILED
10 AUG 15 AM 8:02

Merger

9-27-10

DC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 31, 2010

MARIA BELBAS PARKER
LAW OFFICE OF MARIA BELBAS PARK, P.A.
P. O. BOX 7926
HILTON HEAD ISLAND, SC 29938

SUBJECT: TORSOUTH CORPORATION
Ref. Number: F62651

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger should include 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.

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) 245-6906.

Darlene Connell
Regulatory Specialist II

Letter Number: 510A00020828

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Torsouth Corporation
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Maria Belbas Parker, Esq.
Contact Person

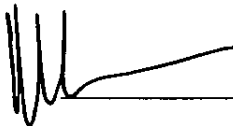
Law Office of Maria Belbas Parker, PA
Firm/Company

Post Office Box 7926
Address

Hilton Head Island, SC 29938
City/State and Zip Code

mariabparker@hargray.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

 Maria Belbas Parker At (843) 341 9200
Name of Contact Person 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

Law Office of Maria Belbas Parker, P.A.

Carolina Building, Suite 116B

21 Office Park Road

Hilton Head Island, South Carolina 29928

MAILING ADDRESS: Post Office Box 7926

Hilton Head Island, South Carolina 29938

843-341-9200

Fax 843-341-9228

E-Mail: Mariabparker@Hargray.com

September 22, 2010

Ms. Darlene Connell, Regulatory Speciality II

Florida Department of State

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

RE: Articles of Merger for Torsouth Corporation

Dear Ms. Connell:

In regard to the above captioned matter, I enclose herewith the **Letter Number 510A00020828** along with the Articles of Merger for Torsouth Corporation and the CORRECTED Plan of Merger attached (in duplicate original). You retained check number 3578 in the amount of \$70.00 for the filing fee (one merging corporation and one surviving corporation: $\$35 + \$35 = \$70$).

I made the corrections to the Plan of Merger. As such, please make the filing of the enclosed documentation EFFECTIVE AUGUST 31, 2010. Thank you.

Please return the filed documents to me at the following address:

Maria Belbas Parker, Esq.

Law Office of Maria Belbas Parker

Post Office Box 7926

Hilton Head Island, South Carolina 29938

Thank you for your attention to this matter. Please contact me immediately if there are any problems with the enclosed filing.

Very truly yours,


Maria Belbas Parker

Enclosures

cc: Mr. Kenneth Taylor

RECEIVED
10 SEP 24 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Office of Maria Belbas Parker, P.A.

Carolina Building, Suite 116B
21 Office Park Road
Hilton Head Island, South Carolina 29928
MAILING ADDRESS: Post Office Box 7926
Hilton Head Island, South Carolina 29938
843-341-9200 Fax 843-341-9228
E-Mail: Mariabparker@Hargray.com

August 18, 2010

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Merger for Torsouth Corporation

Dear Sir:

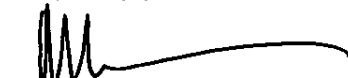
In regard to the above captioned matter, I enclose herewith the Cover Letter, the Articles of Merger for Torsouth Corporation with the Plan of Merger attached (in duplicate original), and check number 3578 in the amount of \$70.00 for the filing fee (one merging corporation and one surviving corporation: $\$35 + \$35 = \$70$).

Please return the requested documents to me at the following address:

Maria Belbas Parker, Esq.
Law Office of Maria Belbas Parker
Post Office Box 7926
Hilton Head Island, South Carolina 29938

Thank you for your attention to this matter. Please contact me immediately if there are any problems with the enclosed filing.

Very truly yours,



Maria Belbas Parker

Enclosures

cc: Mr. Kenneth Taylor

FILED
10 AUG 15 AM 8:02
Business Corporation Act,
1936.

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

OR 08 / 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.)

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

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

(Attach additional sheets if necessary)

Name of Corporation

Neft
Nigz

Kenneth E. Taylor, President

AnodyneDevelopmentCorp.

Kenneth E. Taylor, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Torsouth Corporation</u>	<u>Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Anodyne Development Corp.</u>	<u>South Carolina</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

As set forth in the Plan of Merger, dated August 15, 2010

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

not applicable: merger will result in parent being the surviving corporation

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

as set forth in the Plan of Merger, dated August 15, 2010

PLAN OF MERGER
(Merger of subsidiary corporation)

The following Plan of Merger is submitted in compliance with Section 607.1104, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of subsidiary corporation:

Torsouth Corporation

Florida corporation

Second: The name and jurisdiction of each subsidiary corporation:

Anodyne Development Corp.

South Carolina corporation

Third: The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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:

One hundred (100%) percent of the shares of the subsidiary corporation (Anodyne Development Corp.) are owned by the parent corporation (Torsouth Corporation). Therefore, the shares of the subsidiary corporation will be cancelled and all assets and liabilities of the subsidiary corporation will become the assets and liabilities of the parent corporation. The parent corporation shall acquire all assets and assume all liabilities of the subsidiary corporation.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable: surviving entity is the parent (Torsouth Corporation)

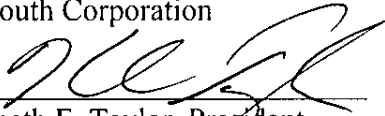
If applicable, shareholders of the subsidiary corporation, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Not applicable

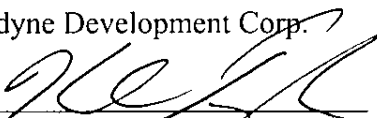
Other provisions relating to the merger are as follows:

See terms and conditions of Plan of Merger, dated August 15, 2010

Torsouth Corporation

By: 
Kenneth E. Taylor, President

Anodyne Development Corp.

By: 
Kenneth E. Taylor, President