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TALLAHASSEE, FLORIDA

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8/19/10

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 5, 2010

Ira S. Wiesner, Esq.
Advocates In Aging
328 N. Rhodes Avenue
Sarasota, FL 34237

SUBJECT: VANPELT EQUIPMENT CORPORATION
Ref. Number: F63959

We have received your document for VANPELT EQUIPMENT CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

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) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 410A00018829

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Van Pelt Equipment Corporation
Name of Surviving Party

Please return all correspondence concerning this matter to:

Ira S. Wiesner, Esq.

Contact Person

Advocates In Aging

Firm/Company

328 N. Rhodes Avenue

Address

Sarasota, Florida 34237

City, State and Zip Code

wiesner@wiesnerlaw.com

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

For further information concerning this matter, please call:

Ira S. Wiesner

Name of Contact Person

at (941) 365-9900

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

LAW OFFICES OF
IRA STEWART WIESNER
THE FLORIDA BAR NO. 112730
*Advocates in Aging*SM

0043.500

August 9, 2010

Annette Ramsey
Regulatory Specialist II
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

In re: VANPELT EQUIPMENT CORPORATION MERGER AND NAME CHANGE

Dear Annette,

Thank you for your help this morning concerning this filing. Enclosed for filing are revised Articles of Merger with Plan of Merger whereby THERM-O-TYPE CORPORATION merged into VANPELT EQUIPMENT CORPORATION. The articles have been corrected both with regard to the name as well as the applicable statutory provision.

Please file these effective back to the original date of receipt. You are still in possession of the filing fees.

Additionally, I am enclosing the VANPELT EQUIPMENT CORPORATION Articles of Amendment changing its name to THERM-O-TYPE CORPORATION which though covered in the merger documents is separately filed for clarity and historic reference. I would appreciate your delivering these to Tracy Lemieux to assure their filing as well.

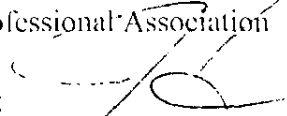
Thank you for all of your kind assistance. If there is any problem, please contact me immediately.

Very truly yours,

LAW OFFICES OF

*Advocates in Aging*SM

IRA STEWART WIESNER
Professional Association

By: 

Ira Stewart Wiesner
For the Firm

ISW:isw

**Articles of Merger
for
Florida Profit Corporations**

FILED

2010 AUG -3 PM 2: 26

The following Articles of Merger are submitted to merge the following Florida Profit Corporations, in accordance with s. 607.1105 Florida Statutes.

SECRETARIAL OFFICE
TALLAHASSEE, FLORIDA

FIRST: The exact name, , and jurisdiction of surviving party is as follows:

VANPELT Equipment Corporation Florida Corporation (Profit)
F63959

SECOND: The exact name, and jurisdiction for the merging party is as follows:

Therm-O-Type Corporation Florida Corporation (Profit)
524147

THIRD: The plan of merger is attached.

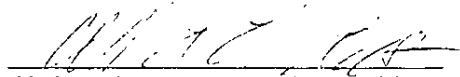
FOURTH: The effective date of the merger is the date of filing of this document by the Florida Department of State.

FIFTH: The plan of merger was adopted by the Shareholders of the surviving corporation on July 30, 2010.

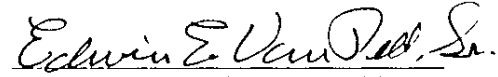
SIXTH: The plan of merger was adopted by the Shareholders of the merging corporation on July 30, 2010.

SEVENTH: Signatures for Each Party

VANPELT Equipment Corporation


Christopher K. Van Pelt, President

Therm-O-Type Corporation


Edwin E. Van Pelt, Sr. President

PLAN AND AGREEMENT

OF

MERGER

THIS PLAN and AGREEMENT of MERGER dated July 30, 2010 between and **VANPELT EQUIPMENT CORPORATION**, a Florida corporation, herein sometimes referred to as "**EQUIPMENT**" and herein sometimes called the "surviving corporation" and **THERM-O-TYPE CORPORATION**, a Florida corporation, herein sometimes called "**THERM-O-TYPE**", and herein sometimes called the "absorbed corporation".

STIPULATIONS

A. **EQUIPMENT** is a corporation organized and existing under the laws of the State of Florida with its principal office in Nokomis, Sarasota, Florida.

B. **EQUIPMENT** has a capitalization of FIVE HUNDRED (500) authorized shares of ONE DOLLAR (\$1.00) par value common stock, of which 90 shares are issued and outstanding.

C. **THERM-O-TYPE**, is a corporation organized and existing under the laws of the State of Florida, with its principal office in Nokomis, Florida.

D. **THERM-O-TYPE**, has a capitalization of ONE HUNDRED (100) authorized shares of FIVE DOLLAR (\$5.00) par value common stock, of which 100 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that **THERM-O-TYPE** be merged into **EQUIPMENT**, pursuant to the provisions of Sections 607.1101 et. seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE: MERGER

THERM-O-TYPE shall merge with and into **EQUIPMENT**, which shall be the surviving corporation, and shall from that point forward assume and operate under the name **THERM-O-TYPE CORPORATION**.

SECTION TWO: TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, including the name Therm-O-Type Corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger. In addition, the surviving corporation shall be entitled to change its name to **THERM-O-TYPE CORPORATION**.

SECTION THREE: CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation, into shares of the surviving corporation is as follows:

(a) Each share of the common stock of the **THERM-O-TYPE** issued and outstanding on the effective date of the merger shall be converted shares of the common stock of surviving corporation in accordance with the formula set forth on Schedule A hereof, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) Each share of the common stock of the **EQUIPMENT** issued and outstanding on the effective date of the merger shall be converted shares of the common stock of surviving corporation in accordance with the formula set forth on Schedule A hereof, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(c) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation and of the surviving corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(d) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

SECTION FOUR: CHANGES IN BYLAWS

The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION FIVE: DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SIX: PROHIBITED TRANSACTIONS

None of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

SECTION SEVEN: APPROVAL BY STOCKHOLDERS

This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before July 31, 2010, or at such other time as to which the boards of directors of the constituent corporations may agree.

SECTION EIGHT: EFFECTIVE DATE OF MERGER

The effective date of this merger shall be on filing of certificate of merger with the Secretary of State.

SECTION NINE: ABANDONMENT OF MERGER

This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporations on or before December 31, 2010; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

SECTION TEN: EXECUTION OF AGREEMENT

This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals pursuant to the authorization of their respective boards of directors on the date first above written.

THERM-O-TYPE CORPORATION,

a Florida corporation

James K. Van Pelt, Sr.
Its Secretary

Edwin E. Van Pelt, Sr.
Its President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21 day of July, 2010 by
Edwin E. Van Pelt, Sr., President of THERM-O-TYPE CORPORATION, a Florida
corporation, on behalf of the corporation.

Name: _____

Notary Public, State of Florida

My Commission Expires: _____

Commission No. _____



VAN PELT EQUIPMENT CORPORATION, a
Florida corporation

Its Secretary

[Signature]
Its President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this, 21 day of July, 2010 by Christopher K. Van Pelt, President of VAN PELT EQUIPMENT CORPORATION, a Florida corporation, on behalf of the corporation.

[Signature]
Name: IRA S. WIESNER
Notary Public, State of Florida
My Commission Expires:
Commission No:

Schedule A
Share Exchange Calculations

Based upon the book values of Van Pelt Equipment (\$2,135,750) and Therm-O-Type (\$556,500) the share exchange will be as follows:

For every outstanding pre-merger share of Van Pelt Equipment Corporation, the holder will receive 1.7689 shares.

For every outstanding pre-merger share of Therm-O-Type Corporation, the holder will receive .4134 shares of Van Pelt Equipment Corporation.