

Document Number Only

F96000004597

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002497854--2  
-04/23/98--01052--024  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Southern Florida, Inc.  
changing to:  
Tytek Equipment Co., Inc.

98 APR 23 PM 12:22  
RECEIVED  
STATE  
TALLAHASSEE, FLORIDA

☐ Profit  
☐ NonProfit  
☐ Limited Liability Co.  
☐ Foreign

☒ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership  
☐ Reinstatement

☐ Annual Report  
☐ Name Registration  
☐ Fictitious Name

☐ Other  
☐ Change of R.A.  
☐ UCC

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name Availability	4/24/98
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

APR 23 1998

Thanks  
Jeff

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
98 APR 23 12:22  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

**SECTION I (1-3 must be completed)**

1. Southern Fluids, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Alabama
3. Date authorized to do business in Florida: September 6, 1996

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

March 19, 1998

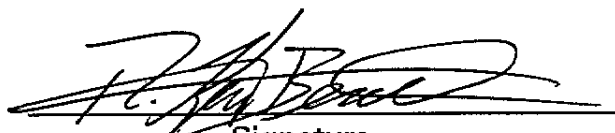
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Tytek Equipment Co., Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

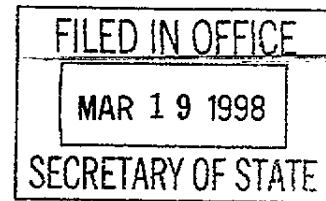
No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

  
Signature  
Name and Title  
President

4.13.98  
Date

**ARTICLES OF MERGER OF  
TYTEK EQUIPMENT CO., INC.  
INTO SOUTHERN FLUIDS, INC.**



The undersigned adopt the following Articles of Merger for the purpose of merging TYTEK EQUIPMENT CO., INC., ("Tytek" or sometimes designated and referred to as the "Merging Corporation") into SOUTHERN FLUIDS, INC. ("Southern", or sometimes designated and referred to herein as "Surviving Corporation") (collectively sometimes called "constituent corporations");

**FIRST:** The following Agreement and Plan of Merger was approved by the Board of Directors and stockholders of Southern and Tytek, to-wit:

1. NAMES AND DESIGNATION; AMENDMENT OF ARTICLES OF INCORPORATION TO CHANGE NAME. Tytek is hereby designated as the Merging Corporation, and will be merged into Southern, which is designated as the Surviving Corporation, and the Articles of Incorporation of the Surviving Corporation's are hereby amended to the effect that the name of the Surviving Corporation is changed to TYTEK EQUIPMENT CO., INC.

2. OUTSTANDING STOCK. Southern presently has authorized two hundred (200) shares of voting common stock (par value \$1.00 per share) and nine thousand eight hundred (9,800) shares of non voting common stock (par value \$1.00 per share). Two hundred (200) shares of voting common stock are issued and eighteen hundred (1,800) shares of non voting common stock are issued and outstanding. Tytek presently has authorized fifty thousand (50,000) shares of common stock (par value of \$.10 per share), ten thousand (10,000) shares of which are issued and outstanding.

3. MERGER. The effective date shall be the date upon which the Articles of Merger are filed with the Secretary of State of Alabama and on said effective date the separate existence of Tytek shall cease and Tytek shall be merged into Southern hereinafter de-

signated as the Surviving Corporation, the name of which shall thereafter be Tytek Equipment Co., Inc. For accounting and financial purposes the effective date of the merger is January 1, 1998.

4. MANNER AND BASIS FOR CONVERTING SHARES. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares of the Surviving Corporation shall be as follows:

The stockholders of Southern and Tytek are identical, and the percentage of interest ownership of each shareholder in Tytek is the same as said shareholders percentage of interest in Southern. The stock of Tytek shall not be converted into any shares of Southern, and the stated capital of Tytek shall be added to the paid in capital of Southern. The existing capital stock of Southern, consisting of voting and non voting common stock, shall remain issued and outstanding and shall be the capital stock of the Surviving Corporation. Any retained earnings or loss of Tytek shall be credited to or deducted from, as the case may be, the retained earnings or loss of the Surviving Corporation.

5. ADDITIONAL TERMS AND CONDITIONS OF MERGER. On the effective date of the merger, all property, real, personal or mixed, of the Merging Corporation and all debt due on whatever account to them, including subscriptions to shares and other choses in action belonging to them, all and singular, the rights, privileges, franchises and powers, of a public as well as a private nature, and all and every other interest, of the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation; and title to any real estate whether vested by deed or otherwise, in the Merging Corporation, shall not revert or be in any way impaired by reason of the merger; and if at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or any other things are

necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or right of the Merging Corporation, the proper officers and directors of the Merging Corporation shall and will execute and make all such proper assignments, conveyances and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement. The Surviving Corporation shall, from the effective date of the merger, be responsible for all debts, liabilities, obligations and duties of the Merging Corporation and all such debts, liabilities, obligations and duties shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by the Surviving Corporation, but the liabilities of the Merging Corporation or of its shareholders, directors or officers, shall not be affected, nor shall the rights of the creditors of the Merging Corporation or of any person dealing with it, or any liens on the property of the Merging Corporation be impaired by the merger; and all rights of creditors and all liens upon the property of the Merging Corporation shall be preserved, unimpaired and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place.

6. NOTICE TO SHAREHOLDERS. Pursuant to the provisions of *Section 10-2B-11.03, Code of Alabama (1975)*, this Plan of Merger is required to be submitted to the shareholders, and the unanimous consents of the shareholders and directors of Southern and Tytek adopting and approving this Plan of Merger have been obtained. Articles of Merger in the form prepared by counsel shall be signed, verified and filed in the Office of the Secretary of State of Alabama in accordance with the laws of the State of Alabama.

7. STATEMENT OF INTENT. It is the intent of this Plan of Merger that the merger set out herein shall satisfy the requirements of *Section 368(a)(1)(A)* of the *Internal Revenue Code of 1986*. Therefore, any construction or interpretation of the terms hereof shall give effect to said intent.

8. TERMINATION OF AGREEMENT. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Boards of Directors of any constituent corporation at any time prior to the date of filing the merger with the Secretary of State. This Agreement may be amended by the Board of Directors of the constituent corporations at any time prior to the date of filing the Agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

**SECOND:** The number of shares outstanding and the number of shares voting for or against the merger is set forth as follows:


<u>NAME OF THE CORPORATIONS</u>	<u>NO. OF SHARES OUT- STANDING</u>	<u>NO. OF SHARES VOTING FOR THE MERGER</u>	<u>NO. OF SHARES VOTING AGAINST</u>
SOUTHERN FLUIDS, INC.	2,000	2,000	-0-
TYTEK EQUIPMENT CO., INC.	5,000	5,000	-0-

**THIRD:** Southern was incorporated in Mobile County, Alabama, and its Certificate of Incorporation is filed in Real Property Book 3782, page 826, of the records in the office of the Judge of Probate of Mobile County, Alabama, and was amended by Amendment filed in Real Property Book 4136, page 1098, of said records. The Certificate of Incorporation of Tytek was filed in the office of the Judge of Probate of Mobile County, Alabama, and recorded in Real Property Book 4471, page 1150, of said records.

DATED, this 12<sup>th</sup> day of March, 1998.

SOUTHERN FLUIDS, INC.

ATTEST:

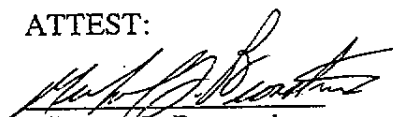
  
Michael J. Bronstein  
Secretary

By:

  
R. Kerry Beard, President

TYTEK EQUIPMENT CO., INC.

ATTEST:

  
Michael J. Bronstein  
Secretary

By:

  
R. Kerry Beard, President

STATE OF ALABAMA

COUNTY OF MOBILE

I, the undersigned Notary Public in and for said County in said State, hereby certify that R. Kerry Beard and Michael J. Bronstein, whose names as President and Secretary, of SOUTHERN FLUIDS, INC., are signed to the foregoing instrument and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, they, as such officers and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal on this the 12<sup>th</sup> day of March, 1998.

My Commission Expires: 4.14.98

Julia H. Schenker  
NOTARY PUBLIC

STATE OF ALABAMA

COUNTY OF MOBILE

I, the undersigned Notary Public in and for said County in said State, hereby certify that R. Kerry Beard and Michael J. Bronstein, whose names as President and Secretary, of TYTEK EQUIPMENT CO., INC., are signed to the foregoing instrument and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, they, as such officers and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal on this the 12<sup>th</sup> day of March, 1998.

My Commission Expires: 4.14.98

Julia H. Schenker  
NOTARY PUBLIC  
DATE

Prepared By:

Z. M. P. Inge, Jr.  
Vickers, Riis, Murray and Curran, L.L.C.  
Eighth Floor, Regions Bank Building  
Mobile, Alabama 36602  
(334) 432-9772



Secretary of State  
State of Alabama

I hereby certify that this is a  
true and complete copy of the  
document filed in this office  
on 3-19-98

DATE 4-16-98

Secretary of State

*Jin Bennett*