

Document Number Only

G13632

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

300002715893--7
-12/29/98--01076--025
*****8.75 *****8.75

300002715893--7
-12/18/98--01055--006
*****70.00 *****70.00

12/31/98

Seisecaku America, Inc.

merging INTO: ASSOCIATES OF CAPE CO., INC.

FILED
98 DEC 8 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Profit ☐ Amendment ☒ Merger
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
☐ Limited Liability Co.
☐ Foreign ☐ Annual Report ☐ Other ucc Filing
☐ Limited Partnership ☐ Reservation ☐ Change of R.A.
☐ Reinstatement ☐ Fic. Name
☐ Certified Copy ☐ Photo Copies ☐ CUS
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TO
JEFFREY D. BUTTERFIELD

98 DEC 18 AM 11:54

RECEIVED

2290042500, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

SEIKAGAKU AMERICA, INC., a Florida corporation G13632
,

INTO

ASSOCIATES OF CAPE COD, INC., a Massachusetts corporation not qualified
in Florida

File date: December 18, 1998, effective December 31, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: SEIKAGAKU AMERICA, INC.
Ref. Number: G13632

*written
pick-up*

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

Please file Articles of Merger according to Chapter 607.1101, 607.1105 of 607.1107. The form that you submitted is for a cross-entity merger.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 298A00059618

*ATTN: ANNETTE Ramsey
Please Backdate TB.
Thank you.
Please send a certified
copy of Filing*

RECEIVED
90 DEC 29 PM 12:13
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
12/31/98

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

Name

Jurisdiction

ASSOCIATES OF CAPE COD, INC.

MASSACHUSETTS

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

Name

Jurisdiction

SEIKAGAKU AMERICA, INC.

FLORIDA

FILED
98 DEC 18 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

~~XXXXXX~~ OR 12 / 31 / 98 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 N/A

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 15, 1998 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 December 15, 1998

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

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Seikagaku America, Inc.

Fumio Ishii

Fumio Ishii, President

Associates of Cape Cod, Inc.

Thomas Novitsky

Thomas Novitsky, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

ASSOCIATES OF CAPE COD, INC.	MASSACHUSETTS
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Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

SEIKAGAKU AMERICA, INC.	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows: On December 31, 1998 Seikagaku America, Inc. shall be merged with and into Associates of Cape Cod, Inc., which shall be the surviving entity. The existence of Associates of Cape Cod, Inc., with all its rights, privileges, powers, franchises, assets, liabilities, and obligations shall continue unaffected and unimpaired by the merger and, as the surviving entity, it shall be governed by the laws of the Commonwealth of Massachusetts and succeed to all rights, privileges, powers, franchises, assets, liabilities and obligations of Seikagaku America, Inc., in accordance with applicable law. The separate existence and corporate organization of Seikagaku America, Inc. shall cease on December 31, 1998, and thereupon Associates of Cape Cod, Inc. and Seikagaku America, Inc. shall be a single entity, Associates of Cape Cod, Inc. The Articles of Organization of Associates of Cape Cod, Inc. as in effect immediately prior to December 31, 1998, shall become the Articles of Organization of Associates of Cape Cod, Inc. on December 31, 1998, (See ** below).

Fourth: 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 are as follows: On December 31, 1998, the outstanding shares of Seikagaku America, Inc. will be converted into cash at a rate of one cent per share, paid by Associates of Cape Cod, Inc.

** (cont.) until altered, amended or repealed in accordance with law, said Articles of Organization; or the Bylaws of Associates of Cape Cod, Inc.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NOT APPLICABLE.

OR

Restated articles are attached:

NOT APPLICABLE.

Other provisions relating to the merger are as follows:

NOT APPLICABLE.