

G 54128

THIS PORTION CAN BE REMOVED.

to 11/3/02

Sender's Name NICK MORGAN

Phone 510 528-2884

Company DAVID E. MORGAN, INC

Address 1415 MCQUEE AVE

City BERKELEY State CA Zip 94703

our Internal Billing Reference

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

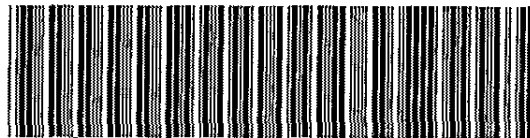
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/14/02--01088--001 **70.00

FILED
02 NOV 14 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective
Date 11/30/02
merger

TLewis 12/2/02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 20, 2002

NICK MORGAN
DAVID E. MORGAN INC.
1415 MCGEE AVE.
BERKELEY, CA 94703

SUBJECT: DAVID E. MORGAN INC.
Ref. Number: 854203

Sent in error

We have received your document for DAVID E. MORGAN INC. 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):

Our records show the above corporation's certificate of authority to transact business in the State of Florida was revoked 10-9-92, for failure to file the 1992 annual report.

The corporation must be reinstated before the Merger can be filed.

Attached is the reinstatement application the fees are: \$600 reinstatement filing fee and \$150.00 for each year report 92 through 02.

The total cost of reinstatement is \$2,250.00.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 902A00062785

*Not Reinst
want eff date
11/30/02
back date to
11/14/02*

David E. Morgan INC.

Nicholas Morgan
President

November 25, 2002

Florida Department of State
Attn: Thelma Lewis
P.O. Box 6327
Tallahassee, Florida 32314
409 East Gaines Street
Tallahassee, Florida 32399

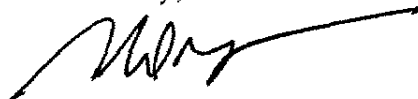
Dear Madam:

RE: David E. Morgan, Inc Merger, Ref # 854203

Pursuant to my conversation with you and Susan on Friday, I am resubmitting the enclosed merger forms. I would like to clarify that the surviving corporation does not conduct any business in Florida. I would greatly appreciate it if you would ensure that the merger is effective 11/30/02, as the original date of filing this merger was 11/14/02.

Thank you for your assistance. If you have any questions, I can be reached at (510) 528-2884.

Sincerely,



Nicholas Morgan

Enclosure

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID E. MORGAN ENERGY, INC., a Florida entity, G54128.

INTO

DAVID E. MORGAN ENERGY, INC., a Delaware entity not qualified in Florida.

File date: November 14, 2002, effective November 30, 2002

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

(Profit Corporations)

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:

Name

Jurisdiction

DAVID E. MORGAN, INC.

DELEWARE

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

DAVID E. MORGAN ENERGY, INC.

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

OR 11 / 30 / 2002 (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 OCTOBER 10, 2002

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

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)



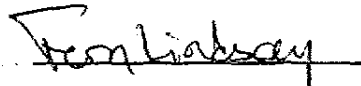


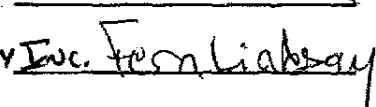
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on OCTOBER 10, 2002

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)

FILED
 02 NOV 14 PM 4:43
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
DAVID E. MORGAN INC		PRESIDENT, DIRECTOR, STOCKHOLDER NICHOLAS MORGAN
DAVID E. MORGAN INC		LESLIE SOLMONSON - DIRECTOR, STOCKHOLDER
DAVID E. MORGAN INC		FERN LINDSAY - DIRECTOR, STOCKHOLDER
DAVID E. MORGAN ENERGY INC		PRESIDENT NICHOLAS MORGAN - DIRECTOR, STOCKHOLDER
DAVID E. MORGAN ENERGY INC		LESLIE SOLMONSON - SECRETARY, STOCKHOLDER
DAVID E. MORGAN ENERGY INC		FERN LINDSAY - TREASURER, STOCKHOLDER

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:

NameJurisdictionDAVID E. MORGAN, INC.DELEWARE

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionDAVID E. MORGAN ENERGY, INCFLORIDA

Third: The terms and conditions of the merger are as follows:

NO SPECIAL CONDITIONS

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:

Shares of merging corporation will be cancelled.

(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:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A