

Document Number Only

H03433

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
98 APR 23 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002498362--7

-04/23/98--01098--009

*****35.00 *****35.00

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35.00

Merger

200002498362--7

-04/23/98--01098--009

*****35.00 *****35.00

Fischback Florida Properties, Inc.

merging into

Fischback Corporation

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:00 PM

☒ Walk In

☐ Will Wait

☒ Pick Up

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Availability

4/28/98

Document

Examiner

Don

Updater

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Verifier

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Acknowledgment

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Thank You!!

4/23

Hope

CR2E031 (1-89)

*00789, 00561, 00711, 00672

RECEIVED
APR 23 PM 1:57
CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

FISCHBACH FLORIDA PROPERTIES, INC., a Florida corporation H03433

INTO

FISCHBACH CORPORATION, a Delaware corporation not qualified in Florida.

File date: April 23, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 24, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32310

SUBJECT: FISCHBACH FLORIDA PROPERTIES, INC.
Ref. Number: H03433

We have received your document for FISCHBACH FLORIDA PROPERTIES, 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):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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

Annette Hogan
Corporate Specialist

Letter Number: 398A00022349

RECEIVED

03 APR 27 PM 2:56
DIVISION OF CORPORATIONS

Annette,
Please Backdate. Thank You
Hoe - CT

ARTICLES OF MERGER
OF
FISCHBACH FLORIDA PROPERTIES, INC.
INTO
FISCHBACH CORPORATION

FILED
98 APR 23 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Fischbach Corporation is a corporation organized under the laws of the State of Delaware owing all of the shares of Fischbach Florida Properties, Inc., a corporation organized under the laws of the State of Florida.

SECOND: The following plan of merger, attached hereto as Exhibit A, was adopted by the board of directors of Fischbach Corporation.

THIRD: The pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates therefor is provided for as follows: Not applicable.


FOURTH: Shareholders of the subsidiary who, except for the applicability of this section, 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 this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FIFTH: A copy or summary of the plan of merger was mailed by the parent corporation to each shareholder of the subsidiary who did not waive the mailing requirement in writing: Not applicable.

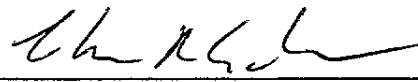
SIXTH: The effective date of the merger shall be the date on which the Articles of Merger are filed.

Signed this 3rd day of December, 1997.

FISCHBACH CORPORATION

By: 
Charles R. Schader, President

FISCHBACH FLORIDA PROPERTIES, INC.

By: 
Charles R. Schader, President

PLAN AND AGREEMENT OF MERGER
OF

FISCHBACH CORPORATION
(a Delaware corporation)

AND

FISCHBACH FLORIDA PROPERTIES, INC.
(a Florida Corporation)

PLAN AND AGREEMENT OF MERGER entered into on December 3, 1997 by Fischbach Corporation, a Delaware corporation, and approved by resolution adopted by its Board of Directors on said date, and by Fischbach Florida Properties, Inc., a Florida corporation, and approved by resolution adopted by its Board of Directors on said date. *No shareholder approval was required.*

WHEREAS, Fischbach Corporation is a Delaware corporation with its registered office therein located at the Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle;

WHEREAS, the total number of shares of stock which Fischbach Corporation has authority to issue is 250,000 shares of preferred stock, \$1.00 par value, and 1,000 shares of common stock, \$1.00 par value; and

WHEREAS, Fischbach Florida Properties, Inc. is a Florida corporation with its registered office therein located at C T Corporation System, 1200 South Pine Island Road, City of Plantation, County of Broward; and

WHEREAS, the total number of shares of stock which Fischbach Florida Properties, Inc. has authority to issue is 2,500, all of which are of one class and par value of \$1.00 each; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a corporation of another jurisdiction with and into a corporation of the State of Delaware;

WHEREAS, the General Corporation Law of the State of Florida permits a merger of a corporation of the State of Florida with and into a corporation of another jurisdiction; and

WHEREAS, Fischbach Corporation and Fischbach Florida Properties, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Fischbach Florida Properties, Inc. with and into Fischbach Corporation pursuant to the provisions of the General Corporation Law of the State of Florida and pursuant to the provisions of the General Corporation Law of the State of Delaware

upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Fischbach Corporation and approved by resolution adopted by its Board of Directors and being thereunto duly entered into by Fischbach Florida Properties, Inc. and approved by resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement of Merger set forth.

1. Fischbach Corporation and Fischbach Florida Properties, Inc. shall, pursuant to the provisions of the General Corporation Law of Florida and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Fischbach Corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Fischbach Florida Properties, Inc. which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Florida.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the Board of Directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be canceled without consideration. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the terminating corporation for its approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Florida and to the sole shareholder of the surviving corporation for its approval or rejection in the manner prescribed by the General Corporation Law of the State of Delaware.

7. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the General Corporation Law of the State of Florida and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties hereto.

Dated: December 3, 1997.

FISCHBACH CORPORATION

BY: 

Charles R. Schader
Its President

FISCHBACH FLORIDA PROPERTIES, INC.

BY: 

Charles R. Schader, President