

H42948

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Ida Cavelline - Del Crisco Wingert, Esq.
GAVE

AUTHORIZATION BY PHONE TO

CORRECT

Change 1108 to 1101 - section
697
third
at
D.C. exam

DATE

07-09-03

D.C. EXAM

D. Connell

Office Use Only



400020922904

07/01/03--01064--006 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 JUL - 1 PM 4:32

Merger

07/09/03

DC

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tecton Management Services, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jacqueline del Cristo Minges, Esq.

(Name of person)

de la O & Marko

(Name of firm/company)

3001 S.W. Third Avenue

(Address)

Miami, Florida 33129

(City/state and zip code)

For further information concerning this matter, please call:

Jacqueline del Cristo Minges, Esq.

(Name of person)

at (305) 285-2000

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is **Tecton Management Services, Inc., a Florida corporation, Document No. H42948.**

SECOND: The name and jurisdiction of the merging corporation is **Tecton, Inc., a Florida corporation, Document No. M00272.**

THIRD: The attached Agreement and Plan of Merger meets the requirements of section 607.1101 Florida Statutes.

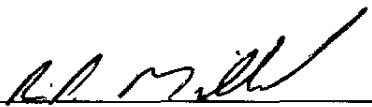
FOURTH: The attached Agreement and Plan of Merger was adopted by the shareholders of the surviving corporation on April 17, 2003.

FIFTH: The attached Agreement and Plan of Merger was adopted by the shareholders of the merging corporation on April 17, 2003.

SIXTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

SEVENTH: Signatures for each corporation:

Tecton, Inc.


Richard Millard,
President

Tecton Management Services, Inc.


Richard Millard,
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 JUL - 1 PM 4:32

AGREEMENT AND PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes

WHEREAS, the name and jurisdiction of the surviving corporation is TECTON MANAGEMENT SERVICES, INC., a Florida corporation, Document No. H42948; and

WHEREAS, the name and jurisdiction of the merging corporation is Tecton, Inc., a Florida corporation, Document No. M00272; and

WHEREAS, the Boards of Directors of the Tecton, Inc. and TECTON MANAGEMENT SERVICES, INC. deem it advisable and in the best interest of the merging corporations and their shareholders that Tecton, Inc. be merged with and into TECTON MANAGEMENT SERVICES, INC. (the "Merger").

NOW, THEREFORE, the merging corporations hereby agree as follows:

1. The Merger shall be in accordance with Section 607.1101 of the Florida Business Corporation Act.
2. That the Effective Date hereof shall be the date of the filing of the corresponding Articles of Merger with the Florida Secretary of State.
3. Upon the Effective Date, Tecton, Inc. shall be merged with and into TECTON MANAGEMENT SERVICES, INC. and TECTON MANAGEMENT SERVICES, INC. shall be the Surviving Corporation.
4. Upon the Effective Date, the separate existence of Tecton, Inc. shall cease and all the property, rights, privileges, immunities and franchises of Tecton, Inc. and all of the property, real, personal and mixed, and all the debts due on whatever account to Tecton, Inc., as well as all stock subscriptions and other causes of action belonging to Tecton, Inc. and the title to all real estate vested in Tecton, Inc., if any, shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation. The Surviving Corporation is responsible and liable for all the liabilities and obligations, including the rights and obligations under the agreements of Tecton, Inc. A claim by or against or a pending proceeding by or against Tecton, Inc. may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of Tecton, Inc. Neither the rights of creditors nor any liens upon the property of Tecton, Inc. are impaired by the Merger.
5. From and after the Effective Date and until further amended in accordance with the Florida Business Corporation Act, the Articles of Incorporation of TECTON MANAGEMENT SERVICES, INC. in effect immediately prior to the Effective Date shall remain the Articles of Incorporation of the Surviving Corporation.

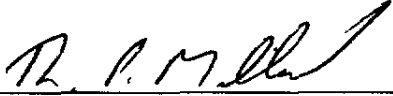
6. The directors and officers of TECTON MANAGEMENT SERVICES, INC. in office immediately prior to the Effective Date shall, from and after the Effective Date, shall be the directors and officers of the Surviving Corporation. Directors and officers will serve until their respective successors are duly appointed or elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

7. On the Effective Date, the shares of Tecton, Inc. will not be converted into shares of the Surviving Corporation, but instead shall be cancelled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.

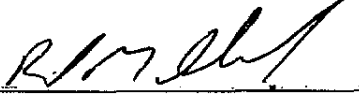
8. All of the outstanding shares of TECTON MANAGEMENT SERVICES, INC. common stock shall remain common stock of the Surviving Corporation and all rights in respect of such shares shall remain in full effect. On the Effective Date, all new shares issued going forward shall bear the name of TECTON MANAGEMENT SERVICES, INC.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of the date written above.

Tecton, Inc.


Richard Millard,
President

Tecton Management Services, Inc.


Richard Millard,
President