

H67197

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

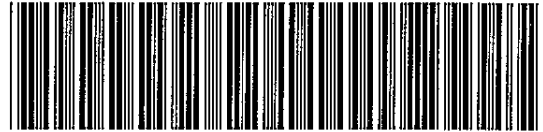
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 FEB 27 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H67197
merger & del
02-27-03
cor,

LAW OFFICES
JOSEPH C. SKALSKI, P. A.
14010 ROOSEVELT BLVD., SUITE 708
P. O. Box 17799
CLEARWATER, FL 33762

(727) 536-5001

FAX - (727) 536-417

February 25, 2003

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

Re: Tomlinson Brothers Construction Co., Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Merger with Plan of Merger attached, for the above-referenced entity and our check in the amount of \$78.75 to cover the following:

✓	Filing Fee	\$ 35.00
✓	Certified Copy Fee	\$ 43.75

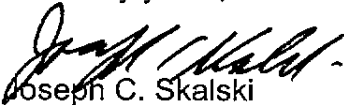
We would appreciate your filing the Articles of Merger, certifying same and returning the certified copy to us.

Please return all correspondence concerning this matter to the following:

Joseph C. Skalski
Joseph C. Skalski, P.A.
14010 Roosevelt Blvd., #708
Clearwater, FL 33762

For further information concerning this matter, please call me at 727-536-5001.

Sincerely yours,


Joseph C. Skalski

cc: Scott Tomlinson

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

JEFFCO CONSTRUCTION COMPANY, INC., document P98000013128, a
Florida entity

INTO

TOMLINSON BROTHERS CONSTRUCTION CO., INC., a Florida entity,
H67197

File date: February 27, 2003

Corporate Specialist: Carol Mustain

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tomlinson Brothers Construction Co., Inc.	Florida	H67197
_____	_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Jeffco Construction Company, Inc.	Florida	P98000013128
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 / / (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 January 30, 2003

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 January 30, 2003

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tomlinson Brothers Con-

struction Co., Inc.

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Scott Tomlinson, Vice-President

Company, Inc.

Jeff Allen

Jeff Allen Tomlinson, President

PLAN OF MERGER

Merger between TOMLINSON BROTHERS CONSTRUCTION CO., INC., (the "Surviving Corp.") and JEFFCO CONSTRUCTION COMPANY, INC., (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each 1,000 shares of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 32 shares of Surviving Corp.'s common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock who would be entitled to receive fractional shares of Surviving Corp.'s stock on the Effective Date shall receive cash in an amount determined as follows: none.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past

or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be, the filing date of the Articles.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands on the 1st day of

JANUARY, 2003

ATTEST:

(Corporate Seal)


ATTEST:

(Corporate Seal)

TOMLINSON BROTHERS
CONSTRUCTION CO., INC.
a Florida corporation

By: 
President or Vice President

JEFFCO CONSTRUCTION
COMPANY, INC.
a Florida corporation

By: 
Jeff Allen Tomlinson,
President