

J08984

CT CORPORATION SYSTEM

FILED

02 NOV - 6 PM 4:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Clermont Management, Inc.(FL) Merging into: Clermont Management, In

RECEIVED

02 SEP 26 PM 3:45

|  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

9/26/02

Order#: 5611636

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coulliette NOV 07 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

September 27, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: CLERMONT MANAGEMENT, INC.  
Ref. Number: J08984

RECEIVED  
02 NOV -6 PM 2:22  
CLERMONT MANAGEMENT, INC.  
TALLAHASSEE, FL

We have received your document for CLERMONT MANAGEMENT, 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):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2000 annual report/uniform business report. The entity must be reinstated before this document can be filed.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 602A00054752

*Please backdate  
9/27/02*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CLERMONT MANAGEMENT, INC., a Florida corporation, J08984

INTO

**CLERMONT MANAGEMENT, INC.**, an Ohio entity not qualified in Florida.

File date: November 6, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER  
(Pursuant to Section 607.0120  
of the Florida Business Corporation Act)

FILED  
02 NOV -6 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Plan of Merger (the "Agreement") is made September 21, 2002 between, Clermont Management, Inc., an Ohio corporation (the "Surviving Corporation"), and Clermont Management, Inc., a Florida corporation (the "Disappearing Corporation"), (the Surviving Corporation and Disappearing Corporation are sometimes hereinafter referred to as the "Constituent Corporations"), who agree as follows:

1. Recitals.

(a) The Surviving Corporation was incorporated in the State of Ohio on August 29, 2002 and was assigned Charter No. 1337687. The Surviving Corporation has One Thousand Five Hundred authorized common shares, without par value (the "Surviving Corporation Shares"), Ten (10) of which are issued and outstanding.

(b) The Disappearing Corporation was incorporated in the State of Florida on April 14, 1986 and was assigned Charter No. J08984. The Disappearing Corporation has Sixty (60) authorized common shares, without par value (the "Disappearing Corporation Shares"), Ten (10) of which are issued and outstanding.

(c) The Constituent Corporations desire that the merger provided for in this Agreement shall qualify as a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code, as amended. The Constituent Corporations deem it advisable and for the benefit of their respective corporations and shareholders that the Disappearing Corporation merge with and into the Surviving Corporation on the terms and conditions hereinafter set forth (the "Merger").

2. Merger. At the effective time of the Merger, the Disappearing Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall continue its corporate existence under the laws of the State of Ohio under the name Clermont Management, Inc.

3. Articles of Incorporation. The Merger shall effect no change in the Articles of Incorporation of the Surviving Corporation.

4. Terms of Merger. Each of the Disappearing Corporation Shares issued and outstanding at the effective time of the Merger shall be cancelled and retired.

5. Effective Time of Merger. The Merger shall be effective as of the date of filing.

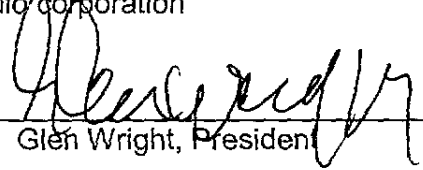
6. Approval.

(a) The Plan of Merger was adopted by the shareholders of the Disappearing Corporation on September 21, 2002.

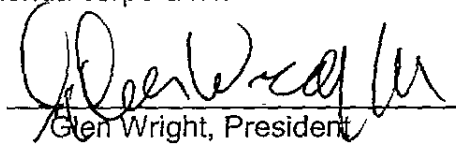
(b) The Plan of Merger was adopted by the shareholders of the Surviving Corporation on September 21, 2002.

Signed on the date specified above.

CLERMONT MANAGEMENT, INC.,  
an Ohio corporation

By:   
Glen Wright, President

CLERMONT MANAGEMENT, INC.,  
a Florida corporation

By:   
Glen Wright, 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> |
|---------------------------|---------------------|
| Clermont Management, Inc. | Ohio                |

**Second:** The name and jurisdiction of the merging corporation are:

| <u>Name</u>               | <u>Jurisdiction</u> |
|---------------------------|---------------------|
| Clermont Management, Inc. | Florida             |

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

(a) The Surviving Corporation was incorporated in the State of Ohio on August 29, 2002 and was assigned Charter No. 1337687. The Surviving Corporation has One Thousand Five Hundred authorized common shares, without par value (the "Surviving Corporation Shares"), Ten (10) of which are issued and outstanding.

(b) The Disappearing Corporation was incorporated in the State of Florida on April 14, 1986 and was assigned Charter No. J08984. The Disappearing Corporation has Sixty (60) authorized common shares, without par value (the "Disappearing Corporation Shares"), Ten (10) of which are issued and outstanding.

(c) The Constituent Corporations desire that the merger provided for in this Agreement shall qualify as a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code, as amended. The Constituent Corporations deem it advisable and for the benefit of their respective corporations and shareholders that the Disappearing Corporation merge with and into the Surviving Corporation on the terms and conditions hereinafter set forth (the "Merger").

(d) At the effective time of the Merger, the Disappearing Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall continue its corporate existence under the laws of the State of Ohio under the name Clermont Management, Inc.

(e) The Merger shall effect no change in the Articles of Incorporation of the Surviving Corporation.

(f) Each of the Disappearing Corporation Shares issued and outstanding at the effective time of the Merger shall be cancelled and retired.

(g) The Merger shall be effective as of the date of filing.

**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:

Each of the Disappearing Corporation Shares issued and outstanding at the effective time of the Merger shall be cancelled and retired.

There shall be no changes to the Articles of Incorporation of the Surviving corporation.