

Division of Corporations

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**J 21689**

**Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**DIMENSIONAL ART, INC.**

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*Merger*

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### ARTICLES OF MERGER

1. The Plan of Merger is as follows:

- a. The name of each constituent corporation and its Document Number for its Articles of Incorporation is as follows:

— FABRICATION UNLIMITED, INC., a Florida corporation, which filed its Articles of Incorporation with the Florida Department of State, Division of Corporations on May 19, 1996; Document Number: 96000069005. Its Federal ID # is 59-339-8525

— DIMENSIONAL ART, INC., a Florida corporation, which filed its Articles of Incorporation with the Florida Department of State, Division of Corporations, on June 30, 1986; Document Number: J21689. Its Federal ID # is 59-2695295.

- b. The name of the surviving (new) corporation is:

DIMENSIONAL ART, INC., Florida corporation

- c. FABRICATION UNLIMITED, INC., a Florida corporation authorized to do business in Florida, has 1,000 shares of outstanding common shares of stock, and

DIMENSIONAL ART, INC., a Florida corporation, has 100 shares of outstanding common shares and will have 100 shares of outstanding common stock upon Merger.

- d. The terms and conditions of the proposed merger, including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other consideration, are as follows: On the effective date of the merger each shareholder's percentage interest in the acquired corporation shall merely be multiplied by a factor of one (1), with that resulting number equal to the number of shares then issued and outstanding to each of those shareholders in the surviving corporation.

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e. Other provisions with respect to the merger are as follows:

The Board of Directors of the survivor shall be and is hereby authorized, directed and empowered to do any and all acts and things and to make, execute, deliver and file any and all instruments, declarations, conveyances, papers and documents which shall be or shall hereafter become necessary or proper or convenient to carry out and to effect any of the provisions of the agreement of merger as herein provided for, and as required by the laws of the State of Florida. From time to time, as and when requested by the survivor or by its successors or assigns, acquired corporation will execute and deliver or cause to be executed and delivered, all such deeds and other instruments and other papers required to effectuate the intent of this agreement; and acquired corporation, through its director and/or officers, will take or cause to be taken, such further action as the survivor may deem reasonably necessary or desirable in order to vest in and confirm to the survivor, title to and possession of all of its property, rights, privileges, powers and franchises, and otherwise to carry out the intent and purposes of this agreement.

Upon the effective date of this agreement, the separate existence of acquired corporation shall cease, and acquired corporation shall thereupon be deemed to be merged into and survivor shall possess all the rights, privileges, powers and franchises, of a public as well as a private nature, and be subject to all of the restrictions, disabilities and duties of each of the constituent corporations, and all and singular the rights, privileges, powers and franchises of each of said constituent corporations and all property, real, personal and mixed, and all debts due to either of said constituent corporations as all other things in action, or belonging to each of such constituent corporations, shall be vested in survivor, and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the surviving corporation as they were of the constituent corporations, and the title to any real estate, vested by deed or otherwise under the laws of the State of Florida, or of any other state, vested in either of such constituent corporations, shall not revert or be in any way impaired by reason of such merger; provided, that all

\*This real property includes but is not limited to that certain parcel referred to as Pinellas County Property Appraiser's Parcel Number 13/31/16/54126/000/0050.

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rights of creditors and all liens unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any surplus which the constituent corporations may have at the time of such merger may be carried as surplus by the surviving corporation.

2. This merger is permitted by the laws of the State of Florida, the jurisdiction under which both corporations are organized and the plan of merger was adopted and approved by the shareholders of each corporation, if required, pursuant to and in accordance with the laws of the State of Florida.
3. The merger shall be effective upon filing with the Florida Department of State, Division of Corporations.
4. The plan of merger was adopted by the Board of Directors of the following constituent corporations on November 3, 2003:

FABRICATION UNLIMITED, INC.,  
a Florida corporation, and

DIMENSIONAL ART, INC.,  
a Florida corporation

and was approved by all shareholders of each corporation at a Special Meeting of Shareholders on November 18, 2003.

Signed as of this 18<sup>th</sup> day of November, 2003.

Fabrication Unlimited, Inc., a Florida corporation

By:  Its President  
Print Name: DAVID BARLOW

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Signed as of this 4 day of November, 2003.

Dimensional Art, Inc.

By: [Signature]; Its President  
Print Name: David Barlow

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Certificate of Merger was acknowledged before me this 4<sup>th</sup> day of November, 2003, by David Barlow, to be well known to be the President of Fabrication Unlimited, Inc., a Florida corporation, on behalf of the corporation.

[Signature]  
Notary Public

Commission expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF PINELLAS



BEULAH G. BOCHAT  
MY COMMISSION # DD 230367  
EXPIRES: August 6, 2007  
Bonded Thru Budget Notary Services

The foregoing Certificate of Merger was acknowledged before me this 4<sup>th</sup> day of November, 2003, by David Barlow, to be well known to be the President of Dimensional Art, Inc., a Florida corporation, on behalf of the corporation.

[Signature]  
Notary Public



BEULAH G. BOCHAT  
MY COMMISSION # DD 230367  
EXPIRES: August 6, 2007  
Bonded Thru Budget Notary Services

Commission expires: \_\_\_\_\_