

J 31735

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SECRETARY OF STATE  
TALLAHASSEE, FL 32399

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ATTORNEYS AT LAW

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\* ALSO ADMITTED TO PRACTICE  
IN NEW YORK & NEW JERSEY

October 7, 2003


Division of Corporations  
Attn: Anna  
409 East Gaines Street  
Tallahassee, Florida 22399

Dear Anna:

Pursuant to our conversation on this date please find a check in the amount of \$35.00 for payment associated with Chem-Lease Inc.

If you should have any questions or concerns, please do not hesitate to contact this office at your earliest convenience.

Very truly yours,

  
Glenn Cotter  
Encl.

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CHEM-LEASE, INC.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sean P. Sheppard, Esq.  
(Name of person)

SCOTT & SHEPPARD, P.A.  
(Name of firm/company)

99 Orange Street  
(Address)

St. Augustine, Florida 32084  
(City/state and zip code)

For further information concerning this matter, please call:

Sean P. Sheppard, Esq. at ( 904 ) 825-4991  
(Name of person) (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

(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)
<u>CHEM-LEASE INC.</u>	<u>Florida</u>	<u>J31735</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>C.L.I. INTERNATIONAL, INC.</u>	<u>Florida</u>	<u>P97000048563</u>

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_

09/24/2003 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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_

09/24/2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE FLORIDA

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

CHEM-LEASE INC.

Richard E. Jones

Richard James, VP

C.L.I. INTERNATIONAL,  
INC.

*Theresa Anne*

Richard James, P

## **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:

Name

Jurisdiction

CHEM-LEASE INC.

Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

C.L.I. INTERNATIONAL, INC.

Florida

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

Any and all assets, accounts, trademarks, or other things of value, including but not limited to the goodwill of C.L.I. INTERNATIONAL, INC. shall be merged into CHEM-LEASE INC., and any and all business of both companies shall now be conducted in the name of CHEM-LEASE INC.

**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: The shareholders of C.L.I. INTERNATIONAL, INC. share hold the same ownership interest and shares interest in CHEM-LEASE INC. and there are no additional shareholders.

*(Attach additional sheets if necessary)*

The shareholders of CHEM-LEASE INC. shall be Richard James (1/3) Debra James (1/3) and Lynda Sanders (1/3), which is the same as C.L.I. INTERNATIONAL, INC. The ownership remains the same.

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NOT APPLICABLE.

**OR**

Restated articles are attached:

NOT APPLICABLE.

Other provisions relating to the merger are as follows:

AS STATED.