

Document Number Only

J47283

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 19 PM 3:59

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900002566039--1

-06/19/98--01102--010

*****70.00 *****70.00

Melvestor Inc

~~Inkro Inc.~~

info:

Van Pic, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

JUN 19 1998

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

merger

SP 7/13/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

MELVESTOR INC., a FL corp., #J47283

INTO

SUN PIC INC., a Delaware corporation not qualified in Florida.

File date: June 19, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 JUN 26 AM 11:10
DIVISION OF CORPORATION

June 22, 1998

From: CT Corporation System

Tallahassee, FL

SUBJECT: MELVESTOR INC.
Ref. Number: J47283

6/26/98
PRR Randy Shelly =
will resubmitt
first page - wants
date of filing as
original date
mailed. (38)

We have received your document for MELVESTOR 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):

If a corporation is listed in the articles of merger, it is considered a party to the merger and a fee of \$35 is required for each entity. It is suggested that only the two corporations involved in Florida be indicated in paragraph FIRST of the articles. Florida law also does not provide for the merger of trusts with corporations at the present time. ?

Paragraph SEVENTH should clarify whether or not the plan was adopted by the shareholders or by the board of directors with a statement that shareholder approval was not required for each corporation. ✓

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) 487-6901.

To: Susan Payne
Senior Section Administrator

Letter Number: 298A00034246

Susan: Please call
with
Melanie Amount Due.
I'm not sure if it
is 35.00 he can in section
First. if so I will send
you more money, but please
call. Thanks,
Melanie

Please have date
your filing to
6-19-98

DOMESTIC CORPORATION AND FOREIGN CORPORATION

98 JUN 19 PM 3:59

ARTICLES OF MERGER

The undersigned corporation, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The name of the corporations proposing to merge and the names of the states or countries under the laws of which such corporation are organized are as follows:

Melvestor Inc. - Florida Corporation
Sun Pic Inc. - Delaware Corporation

SECOND: The laws of the state or country under which such foreign corporations are organized permit such merger and such foreign corporations are complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 706.1105 F. S. (as set forth below) if it is a surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101-607.1104 F. S. and, if it is the surviving corporation of the merger, with Section 607.1105 F. S. (as set forth below).

FOURTH: The plan of merger is attached hereto as Exhibit "A".

FIFTH: The effective date of the certificate of merger shall be upon filing.


SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

NOT APPLICABLE

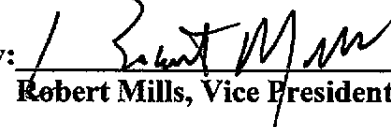
SEVENTH: The plan of merger was adopted by the shareholders (and the Board of Directors) of **Melvestor Inc.**, on the 27th day of May, 1998, and was adopted by the shareholders (and the Board of Directors) of **Sun Pic Inc.**, on the 29th of May, 1998.

SIGNED this 16th day of June, 1998.

SUN PIC INC.

By: 
Robert Mills, Vice President

MELVESTOR INC.

By: 
Robert Mills, Vice President

PLAN OF MERGER

A. Acros Inc., an Arizona corporation, Melvestor Inc., a Florida corporation, Riston Inc., a Georgia corporation, Inkro Inc., an Indiana corporation, Windcrest Inc., a Delaware corporation, Intershop Finance (N.A.) Inc., a Delaware company, Bighthorn Inc., a Colorado corporation, Marton Inc., a Pennsylvania corporation, Suburban Square Property Trust, a Maryland real estate investment trust, Dalwest Property Trust, a Maryland real estate investment trust, and Marvest Property Trust, a Maryland real estate investment trust (hereby referred to as the "Merged Companies") hereby merges into Sun Pic Inc. (a Delaware corporation) which shall be the Surviving Entity.

B. At the time this Agreement of Merger shall become effective, all issued and outstanding shares of the Merged Companies shall forthwith be canceled and no shares of the Surviving Entity shall be issued in exchange therefor.

C. The Bylaws of the Surviving Entity as they shall exist on the effective date of this merger shall be and remain the Bylaws of the Surviving Entity until the same shall be altered, amended and repealed as therein provided.

D. The Director of the Surviving Entity shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

E. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged entities shall be transferred to, vested in and devolve upon the Surviving Entity without further act or deed and all property, rights, and every other interest of the Surviving Entity and the merged corporation shall be the property of the Surviving Entity.

F. The shareholders of all issued and outstanding shares entitled to vote on behalf of the Surviving Entity voted by unanimous written consent in favor of the merger and the shareholders of all issued and outstanding shares entitled to vote on behalf of the Merged Companies voted by unanimous written consent in favor of the merger.

EXECUTED as of the 27th day of May, 1998.

MERGED COMPANIES:

ACROS INC.

By:


Robert Mills, Vice President

SUN PIC INC.

By:


Robert Mills, Vice President

MARTON INC.

By:

Robert Mills
Robert Mills, Vice President

MELVESTOR INC.

By:

Robert Mills
Robert Mills, Vice President

RISTON INC.

By:

Robert Mills
Robert Mills, Vice President

INKRO INC.

By:

Robert Mills
Robert Mills, Vice President

WINDCREST INC.

By:

Robert Mills
Robert Mills, Vice President

INTERSHOP FINANCE (N.A.) INC.

By:

Robert Mills
Robert Mills, Vice President

BIGTHORN INC.

By:

Robert Mills
Robert Mills, Vice President

SUBURBAN SQUARE PROPERTY TRUST

By:

Robert Mills
Robert Mills, Vice President

DALWEST PROPERTY TRUST

By:

Robert Mills
Robert Mills, Vice President

MARVEST PROPERTY TRUST

By:

Robert Mills
Robert Mills, Vice President