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Division of Corporations

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**MERGER OR SHARE EXCHANGE  
A SUPERIOR TOWING COMPANY**

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MAY 12 2021

**ARTICLES OF MERGER**  
**OF**  
**GUARDIAN ACQUISITION – A SUPERIOR TOWING COMPANY**  
**INTO**  
**A SUPERIOR TOWING COMPANY**

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned entities (collectively, the “**Constituent Entities**”) hereby adopt the following Articles of Merger for the purpose of merging **Guardian Acquisition – A Superior Towing Company**, a Florida corporation, with and into, **A Superior Towing Company**, a Florida corporation, which shall be the surviving entity in the Merger.

- FIRST:** The names of each of the Constituent Entities are A Superior Towing Company and Guardian Acquisition – A Superior Towing Company. A Superior Towing Company is a corporation organized under the laws of the State of Florida. Guardian Acquisition - A Superior Towing Company is a corporation organized under the laws of the State of Florida.
- SECOND:** The **Plan of Merger** duly authorized and approved by each of the Constituent Entities is attached hereto as **EXHIBIT A** and is hereby incorporated by reference as a part of these Articles of Merger.
- THIRD:** Both the Constituent Entities exist before the Merger, are domestic filing entities and are in good standing under the laws of the State of Florida.
- FOURTH:** The name of the surviving entity shall be **A Superior Towing Company**, a Florida corporation.
- FIFTH:** The Plan of Merger was duly adopted by the Shareholders and Directors of each of the Constituent Entities on May 10, 2021.
- SIXTH:** The merger shall be effective upon filing with the Florida Department of State.

**[END OF TEXT – SIGNATURE PAGE FOLLOWS]**

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Dated: May 10, 2021.

A SUPERIOR TOWING COMPANY

By: [Signature]  
Name: Sean Kosciuszko  
Title: President

GUARDIAN ACQUISITION - A  
SUPERIOR TOWING COMPANY

By: [Signature]  
Name: Michael Wachs  
Title: CEO

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

**Agreement and Plan of Merger** (the "**Agreement**") is made and entered into the 10th day of May, 2021, by and among **A Superior Towing Company**, a Florida corporation ("**Superior Towing**"), 1376 SR 574 E, Seffner, Florida 33584, and **Guardian Acquisition - A Superior Towing Company**, a Florida corporation ("**Guardian Acquisition**"), 4701 East Avenue, West Palm Beach, Florida 33407.

**WHEREAS**, Superior Towing is a corporation organized and existing under the laws of the State of Florida;

**WHEREAS**, Guardian Acquisition is a corporation organized and existing under the laws of the State of Florida;

**WHEREAS**, Sean Loscalzo owns 100% of the issued and outstanding stock of Superior Towing (the "**Superior Towing Shareholder**");

**WHEREAS**, Guardian Fleet Services, Inc. owns 100% of the issued and outstanding stock of Guardian Acquisition (the "**Guardian Shareholder**");

**WHEREAS**, the Superior Towing Shareholder, the Guardian Shareholder and the Boards of Directors of Superior Towing and Guardian Acquisition deem the merger of Guardian Acquisition with and into Superior Towing, under and pursuant to the terms and conditions herein set forth, desirable and in the best interest of Superior Towing and Guardian Acquisition, and the Boards of Directors of Superior Towing and Guardian Acquisition have adopted resolutions approving this plan of merger, a true and correct copy of which are attached hereto as Exhibits A and B; and

**WHEREAS**, the parties desire that Guardian Acquisition merge with and into Superior Towing upon the terms and conditions set forth herein and in accordance with the laws of the State of Florida.

**NOW, THEREFORE**, in consideration of the mutual terms and conditions herein contained, and intending to be legally bound, it is agreed between the parties hereto as follows:

**ARTICLE 1**  
**THE MERGER**

1.1 **Merger, Surviving Corporation, Name.** In accordance with the provisions of this Agreement, the appropriate provisions of the Florida Business Corporation Act, effective as of filing with the Florida Department of State (the "**Effective Time**"), Guardian Acquisition shall be merged with and into Superior Towing (the "**Merger**"), and Superior Towing shall be the surviving corporation in the Merger (hereinafter sometimes called the "**Surviving Corporation**") and shall continue its corporate existence under the laws of the State of Florida. At the Effective Time, the separate existence of Guardian Acquisition shall cease. All properties, franchises and rights belonging to Superior Towing and Guardian Acquisition, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and

obligations of each of Superior Towing and Guardian Acquisition. The name of the Surviving Corporation shall be **A Superior Towing Company**

1.2 **Conversion of Shareholder's Interest.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the shares of Guardian Acquisition owned by Shareholder immediately prior to the Effective Time shall be converted into the right to receive stock of Superior Towing as set forth in 1.6(a) below.

1.3 **Articles of Incorporation.** The Articles of Incorporation of Superior Towing as in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

1.4 **Bylaws.** The Bylaws of Superior Towing in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein or by law.

1.5 **Directors and Officers.** The directors and officers of Guardian Acquisition shall serve as directors and officers of the Surviving Corporation following the Effective Time.

1.6 **Effect on Capital Stock.**


(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the interest of Guardian Acquisition owned by the Guardian Shareholder shall be converted into 1,000 shares of the common voting stock of Superior Towing.

(b) As a result of the Merger, and without any action on the part of the holders thereof, at the Effective Time, all shares of stock of Guardian Acquisition shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate which immediately prior to the Effective Time represented any such shares of stock of Guardian Acquisition shall thereafter cease to have any rights with respect to such shares of stock of Guardian Acquisition, except as provided herein or by law.

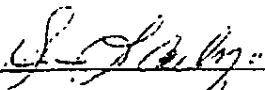
***[END OF TEXT – SIGNATURE PAGE AND EXHIBITS FOLLOW]***

IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement and Plan of Merger Agreement as of the date first above written.

GUARDIAN ACQUISITION - A SUPERIOR TOWING  
COMPANY

By:   
Name: Michael Welch  
Title: CEO

A SUPERIOR TOWING COMPANY

By:   
Name: Sean Losantano  
Title: President

**EXHIBIT A**

**RESOLUTIONS OF  
BOARD OF DIRECTORS AND SHAREHOLDERS OF  
A SUPERIOR TOWING COMPANY**

**RESOLVED**, that the proposed merger (the "Merger") of A Superior Towing Company, a Florida corporation (the "Company"), with Guardian Acquisition - A Superior Towing Company, a Florida corporation, with A Superior Towing Company being the surviving corporation after the Merger, be and is hereby approved;

**FURTHER RESOLVED**, that the President and/or Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Company.

**EXHIBIT B**

**RESOLUTIONS OF  
BOARD OF DIRECTORS AND SHAREHOLDERS OF  
GUARDIAN ACQUISITION - A SUPERIOR TOWING COMPANY**

**RESOLVED**, that the proposed merger (the "Merger") of A Superior Towing Company, a Florida corporation, with Guardian Acquisition - A Superior Towing Company, a Florida corporation (the "Corporation"), with A Superior Towing Company being the surviving corporation after the Merger, be and is hereby approved;

**FURTHER RESOLVED**, that the President and/or Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Corporation.