

CCRS **K 83036**
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
99 JUN 23 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT:

CINDY HICKS

DATE:

6/23/99

REF. #:

050.7307

CORP. NAME:

Star Services Group, Inc into
Bailey & Barron, Inc.

400002912984--4
-06/23/99--01028--012
*****78.75 *****78.75

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 5245 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

When merger was originally filed on 6/23/99
the name of the surviving corp. was not changed
on the data base - corrected 2/8/00 - sp

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ PLAIN STAMPED COPY

RECEIVED
99 JUN 23 AM 10:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. GOULLETTE JUN 24 1999

Examiner's Initials

C

ARTICLES OF MERGER
Merger Sheet

MERGING:

STAR SERVICES GROUP, INC., a FL corp., P99000011328

INTO

BAILEY & BARON, INC. which changed its name to

STAR SERVICES GROUP, INC., a Florida entity, K83036

File date: June 23, 1999

Corporate Specialist: Susan Payne

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 23, 1999

CCRS

TALLAHASSEE, FL

SUBJECT: STAR SERVICES GROUP, INC.
Ref. Number: P99000011328

#K83036

We have received your document for STAR SERVICES GROUP, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We have no corporation by the name of Bailey & Barron, Inc. If you have a document number you are filed under with that name, please provide it and we will search further. If you have made a mistake on the name, please correct and return.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 099A00033403

RECEIVED
99 JUN 23 PM 2:10

ARTICLES OF MERGER
OF
STAR SERVICES GROUP, INC., a Florida corporation
INTO
BAILEY & BARON, INC., a Florida corporation

FILED
99. JUN 23 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), STAR SERVICES GROUP, INC., a Florida corporation ("Star Services Group"), and BAILEY & BARON, INC., a Florida corporation ("Bailey & BARON"), adopt the following Articles of Merger for the purpose of merging Star Services Group with and into Bailey & BARON

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between Star Services Group and Bailey & BARON was adopted by the Board of Directors and the shareholders of each of Star Services and Bailey & BARON by unanimous written consent in accordance with the provisions of 607.1103 of the Act as of June 21st, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 22nd day of June, 1999.

STAR SERVICES GROUP, INC.



Jack Casagrande, Chairman

BAILEY & BARON, INC.



Jack Casagrande, Chairman

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated June 21, 1999, between STAR SERVICES GROUP, INC., a Florida corporation ("Star Services Group"), and BAILEY & BARON, INC., a Florida corporation ("Bailey & BARON" or the "Surviving Corporation").

WHEREAS, Star Services Group and Bailey & BARON desire to effect the statutory merger of Star Services Group with and into Bailey & BARON, with Bailey & BARON to survive such merger.

1. **Constituent Corporations.** Star Services Group and Bailey & BARON shall be parties to the merger (the "Merger") of Star Services Group with and into Bailey &

2. **Terms and Conditions of Merger.** Star Services Group (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "Act"), be merged with and into Bailey & Bar on, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, all outstanding shares of common stock of Star Services Group issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, \$.001 par value per share, of Star Services Group shall for all purposes be deemed to evidence the ownership of the same number of shares of Bailey & Bar on as outstanding immediately prior to the Effective Date.

4. **Articles of Incorporation.** The Articles of Incorporation of Bailey & Bar on as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect except that Article I thereof shall be changed to read as follows:

"The name of the Corporation shall be Star Services Group, Inc."

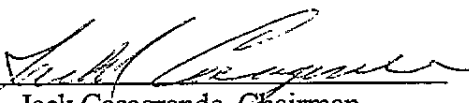
5. **Bylaws.** The Bylaws of Bailey & Bar on as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of Bailey & Bar on in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.


7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of Star Services Group and Bailey & Bar on are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the Act.

STAR SERVICES GROUP, INC.

By: 
Jack Casagrande, Chairman

BAILEY & BARRON, INC.

By: 
Jack Casagrande, Chairman