

**LD2000002695**

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ADMITTED: FLORIDA, CALIFORNIA, OREGON, U.S. TAX COURT

February 15, 2002

Secretary of State  
Florida Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

*merge*  
*3/3*

400004961794--3  
-02/20/02--01061--008  
\*\*\*\*\*60.00 \*\*\*\*\*60.00

Re: Tamaco of Florida, Inc.

Dear Madame Secretary:

Please find enclosed an executed copy of the Articles of Merger for Tamaco of Florida, Inc., and the requisite filing fee.

If any questions arise regarding this matter, please so advise.

Very truly yours,

*[Signature]*  
Lawrence A. Caplan, P.A.  
LAC/dw

FILED  
02 MAR -5 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
02 FEB 19 PM 12:39  
DIVISION OF CORPORATIONS

FF \$60.<sup>00</sup>



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 25, 2002

LAWRENCE A. CAPLAN, P.A.  
2200 CORPORATE BLVD., SUITE 314  
BOCA RATON, FL 33431

SUBJECT: TAMACO OF FLORIDA, L.L.C.  
Ref. Number: L02000002695

We have received your document for TAMACO OF FLORIDA, L.L.C. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must include the PLAN OF MERGER in your filing. Please complete the attached forms.

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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 402A00011554

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TAMACO OF FLORIDA, INC., P00000074952, A Florida Corporation

,

into

**TAMACO OF FLORIDA, L.L.C.**, a Florida entity L02000002695

File date: March 5, 2002

Corporate Specialist: Michelle Hodges

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. TAMCO OF FLORIDA, INC. 1436 SOUTHWEST SEAHOLLY WAY PALM CITY, FLORIDA 34990	FLORIDA	CORPORATION
Florida Document/Registration Number: <u>P00000074952</u>	FEI Number: <u>22-3750895</u>	
2. _____	_____	_____
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
3. _____	_____	_____
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
4. _____	_____	_____
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	

 02 MAR - 5 PM 3:24  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

(Attach additional sheet(s) if necessary)

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>TANACO OF FLORIDA, L.L.C.</u> <u>1436 SOUTHWEST SEAHOLLY WAY</u> <u>PALM CITY, FLORIDA 34990</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY</u> <u>COMPANY</u>

Florida Document/Registration Number: LO2000002695 FEI Number: 02-0546753

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

TAMACO OF FLORIDA, INC.

CLIFFORD J. WAGNER,  
PRESIDENT

TAMCO OF FLORIDA, L.L.C.

CLIFFORD J. WAGNER,  
MANAGER/MEMBER

(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	TAMACO OF FLORIDA, INC.	<u>Jurisdiction</u>	FLORIDA
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**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	TAMACO OF FLORIDA, L.L.C.	<u>Jurisdiction</u>	FLORIDA
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**THIRD:** The terms and conditions of the merger are as follows:

TAMACO OF FLORIDA, INC. SHALL MERGE ALL OF ITS INTERESTS, OBLIGATIONS, SHARES AND ALL OTHER DEBTS INTO TAMACO OF FLORIDA, L.L.C. TAMACO OF FLORIDA, L.L.C. SHALL BECOME RESPONSIBLE AND LIABLE FOR ALL DEBTS AND OBLIGATIONS OUTSTANDING OF TAMACO OF FLORIDA, INC.

(Attach additional sheet(s) if necessary)

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

ASSIGNMENT OF INTERESTS, SHARES, OBLIGATIONS OF  
TAMACO OF FLORIDA, INC. TO TAMACO OF FLORIDA, L.L.C.  
VIA CORPORATE RESOLUTION AND STOCK POWER.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

N/A



**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

CLIFFORD WAGNER  
1436 S.E. SEAHOLLY WAY  
PALM CITY, FLORIDA 34990

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

N/A

*(Attach additional sheet(s) if necessary)*