

L0300 D004333

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

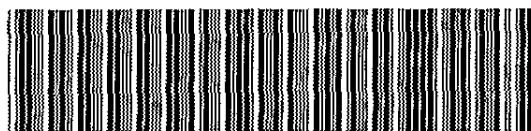
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400009455494

APPROVED
AND
FILED

03 FEB -6 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-10-03



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 6, 2003

CSC
GINGER SIMMONS

SUBJECT: SHARON ACQUISITIONS, LLC
Ref. Number: L03000004333

We have received your document for SHARON ACQUISITIONS, LLC and the authorization to debit your account in the amount of \$90.00. However, the document has not been filed and is being returned for the following:

The agreement of merger must be titled "PLAN OF MERGER".

The Plan of Merger must list the names and addresses of the managers or managing members.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 803A00007938

03 FEB - 6 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHARON SCIENTIFIC, INC., A FLORIDA ENTITY, P02000130454

INTO

SHARON ACQUISITIONS, LLC, a Florida entity, L03000004333

File date: February 6, 2003

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00

03 FEB -6 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



ACCOUNT NO. : 0721000000032

REFERENCE : 921860 5674A

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 90.00

ORDER DATE : February 6, 2003

ORDER TIME : 11:40 AM

ORDER NO. : 921860-005

CUSTOMER NO: 5674A

CUSTOMER: Robert C. Burke, Jr., Esq
Kimpton, Burke & Bobenhausen,
Suite 100
28059 U.S. Highway 19, North
Clearwater, FL 33761-2698

ARTICLES OF MERGER

SHARON SCIENTIFIC, INC.

INTO

SHARON ACQUISITIONS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons

EXAMINER'S INITIALS: _____

RECEIVED
FEB 6 PM 1:55
STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**ARTICLES OF MERGER
OF
SHARON SCIENTIFIC, INC.,
a Florida corporation,
INTO
SHARON ACQUISITIONS, LLC,
a Florida limited liability company**

Pursuant to the provisions of the General and Business Corporation laws and Limited Liability Company laws of the State of Florida, Florida Chapter 607 and Florida Chapter 608, the undersigned corporation and the undersigned limited liability company, both being Florida entities, adopt the following Articles of Merger for the purpose of merging Sharon Scientific, Inc., a Florida corporation ("Corporation"), into Sharon Acquisitions, LLC, a Florida limited liability company ("Company").

1. The following Plan of Merger was approved by the shareholders of the Corporation and by the members of the Company in the manner prescribed by Florida law:

Such Plan of Merger is identified in the attached Agreement of Merger which is incorporated herein by reference.

2. The dates of adoption of the Plan of Merger by the members and by the shareholders were:

Name of Corporation/Company	Date
Sharon Scientific, Inc. <i>PO2000130454</i>	February 5, 2003
Sharon Acquisitions, LLC <i>LD3000004333</i>	February 5, 2003

3. As to the undersigned Corporation and the undersigned Company, the number of shares outstanding, the percentage of membership interests outstanding, and the designation and number of outstanding shares and membership interests of each class entitled to vote as a class on such plan, are as follows:

Name	No. Shares Outstanding	Entitled to Vote as a Class Designation of Class	No. of Shares
Sharon Scientific, Inc.	100	Common	100

Name	Percentage of Membership Interest Outstanding	Entitled to Vote as a Class Designation of Class	Percentage of Interest
Sharon Acquisitions, LLC	100%	only one class exists	100%

APPROVED
AND
FILED

03 FEB 06 PM 1:55

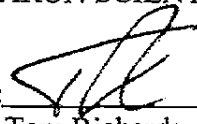
4. As to the undersigned Corporation and the undersigned Company, the total number of shares voted for and against such Plan, and the total number of membership interests voted for and against such Plan, respectively are as follows:

Name	Total Voted For	Total Voted Against
Sharon Scientific, Inc.	100	0

Name	Total Percentage Voted For	Total Percentage Voted Against
Sharon Acquisitions, LLC	100%	0%

Dated: February 5, 2003

SHARON SCIENTIFIC, INC.

By: 
Tom Richards, President

Attest:


Tom Richards, Secretary

(Corporate Seal)

SHARON ACQUISITIONS, LLC

By: 
Tom Richards, Operating Manager

Attest:


Tom Richards, Secretary

(Company Seal)

APPROVED
AND
FILED

03 FEB -6 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared **TOM RICHARDS**, as President and Secretary of **SHARON SCIENTIFIC, INC.**, a Florida corporation, who is to me well known to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my seal at Clearwater, in said County and State this 5th day of February, 2003.



Carla Guidry
MY COMMISSION # DD129743 EXPIRES
September 3, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Carla Guidry
Notary Public, State of Florida
Name: _____
Serial Number: _____
Commission Expires: _____

03 FEB - 6 PM 1:55
SECRETARY OF STATE
JAN. ACQUISITION

APPROVED
AND
FILED

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared **TOM RICHARDS**, as Operating Manager and Secretary of **SHARON ACQUISITIONS, LLC**, a Florida limited liability company, who is to me well known to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my seal at Clearwater, in said County and State this 5th day of February, 2003.



Carla Guidry
MY COMMISSION # DD129743 EXPIRES
September 3, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Carla Guidry
Notary Public, State of Florida
Name: _____
Serial Number: _____
Commission Expires: _____

PLAN OF MERGER

This Plan of Merger dated this 5th day of February, 2003 pursuant to Florida Chapter 607 of the general corporation laws of the State of Florida, and Florida Chapter 608 of the general limited liability laws of the State of Florida, between **SHARON SCIENTIFIC, INC.**, a Florida corporation, hereinafter referred to as the "Acquired Corporation" and **SHARON ACQUISITIONS, LLC**, a Florida limited liability company, hereinafter referred to as the "Surviving Company".

WITNESSETH:

WHEREAS, the Acquired Corporation and the Surviving Company desire to enter into this Plan of Merger for the purpose of merging them into a single limited liability company under Florida Statute 607.1108; and

WHEREAS, the Acquired Corporation, by its Articles of Incorporation which was filed in the offices of the Secretary of State, State of Florida, on the 11th day of December, 2002, has an authorized capital stock consisting of one thousand (1,000) shares of common stock having a par value of \$1 per share, and of which one hundred (100) shares of such common stock are now issued and outstanding; and

WHEREAS, the Surviving Company by its Articles of Organization which was filed in the offices of the Secretary of State, State of Florida, on the 4th day of February, 2003, has a single class of membership interest which is now issued and outstanding; and

WHEREAS, the registered office of the Surviving Company, in the State of Florida, is located at 28059 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33761, and the name of the registered agent at such address is Robert C. Burke, Jr.; and

WHEREAS, the registered office of the Acquired Corporation, in the State of Florida, is located at 28059 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33761, and the name of the registered agent at such address is Robert C. Burke, Jr.

NOW, THEREFORE, the Acquired Corporation and the Surviving Company, parties to this Agreement in consideration of mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. The Acquired Corporation hereby merges itself into the Surviving Company pursuant to Florida Statute 607.1108.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB - 6 PM 1:56

APPROVED
AND
FILED

2. The Articles of Organization of the Surviving Company, which is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Organization of the Surviving Company.

3. The Operating Agreement of the Surviving Company which is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Operating Agreement of the Surviving Company.

4. The manner of converting the outstanding shares of the Acquired Corporation into the membership interests of the Surviving Company shall be as follows:

(a) In that one hundred (100%) percent of the shares of the Acquired Corporation are owned by the same person who owns one hundred (100%) percent of the membership interests of the Surviving Company, the common stock of the Acquired Corporation, presently issued and outstanding shall be retired and no additional membership interests or other securities of the Acquired Corporation shall be used in respect thereof or in exchange thereof.

(b) After the effective date of this Plan of Merger, each holder of an outstanding certificate representing shares of the common stock of the Acquired Corporation shall surrender the same to the Surviving Company. Until so surrendered, the outstanding shares of the common stock of the Acquired Corporation, to be retired, as provided herein, may be treated by the Surviving Company, for all purposes as evidencing the ownership of membership interests of the Surviving Company as though said surrender and retirement had taken place.

5. The managers of the Surviving Company shall continue in office until the next annual meeting of members and until their successors shall have been elected and qualified. The name and address of the manager is Tom Richards, 1047 Royal Troon Court, Tarpon Springs, Florida 34689.

6. The merger shall become effective upon filing with the Secretary of State of the State of Florida. For accounting purposes, the effective date of the merger shall be the 5th day of February, 2003. The merger contemplated hereunder shall be treated as a pooling of interest and entry shall be made upon the books of the Surviving Company, as of the effective date, of the following:

(a) The assets and liabilities of the Acquired Corporation are to be transferred to and assumed by the Surviving Company and shall be recorded at the amounts at which they are carried on the books of the Acquired Corporation immediately prior to the effective date of merger, with appropriate adjustments to reflect a retirement of the organization's stock of the Acquired Corporation.

7. Upon the earlier of the merger becoming effective, or the effective date for accounting purposes, all property and assets of the Acquired Corporation of every kind and description shall be transferred to and invested in the Surviving Company without further act or deed, and said assets and property shall be effectively the property of the Surviving Company, as they were of the Acquired

APPROVED
AND
FILED

03 FEB - 6 PM 1:56

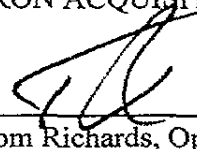
Corporation, and the Surviving Company, respectively. The Acquired Corporation agrees from time to time, and when requested by the Surviving Company, or by its successor or assigns, to execute and deliver or cause to be executed and delivered all such deeds and other instruments and take or cause to be taken such further or other actions as the Surviving Company may deem necessary or desirable in order to vest in and conform to the Surviving Company title to and possession of any property of the Acquired Corporation, acquired or to be acquired by reason of or as a result of the merger, and otherwise to carry out the intent and purpose hereof and the proper managers of the Surviving Company, and further the proper officers and directors of the Acquired Corporation, are fully authorized in the names of their respective entities to take any and all such actions.

8. The Acquired Corporation hereby agrees that it may be served with process in the State of Florida, and any proceedings for the enforcement of any obligation of the Acquired Corporation, and in any proceedings for the enforcement of the rights of a dissenting shareholder of the Acquired Corporation, and irrevocably appoints the Secretary of State of Florida, as its agent to accept service of process in any such proceedings.

9. The Surviving Company shall assume all of the liabilities of the Acquired Corporation.

IN WITNESS WHEREOF, the parties to this Agreement of Merger, pursuant to the approval and authority duly given by resolutions adopted by the board of directors and shareholders of the Acquired Corporation and by the managers and members of the Surviving Company, have caused these presents to be executed by the President and attested by the Secretary of the Acquired Corporation and by the Manager and attested by the Secretary of the Surviving Company.

Surviving Company
SHARON ACQUISITIONS, LLC

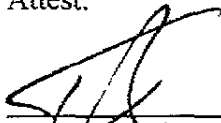
By: 

Tom Richards, Operating Manager

03 FEB - 6 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

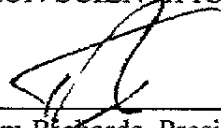
Attest:



Tom Richards, Secretary

(Company Seal)

Acquired Corporation
SHARON SCIENTIFIC, INC.

By: 
Tom Richards, President

Attest:


Tom Richards, Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, personally appeared **TOM RICHARDS** to me well known, and known to me to be the individual described in and who executed the foregoing instrument as Operating Manager and Secretary for **SHARON ACQUISITIONS, LLC**, a Florida limited liability company, and further before me personally appeared **TOM RICHARDS** to me well known, and known to me to be the individual described in and who executed the foregoing instrument as President and Secretary for **SHARON SCIENTIFIC, INC.**, a Florida corporation, and severally acknowledged to and before me that he executed such instrument as such Operating Manager and Secretary, and, President and Secretary, respectively, of said entities, and that the seals affixed to the foregoing instrument are the corporate and/or company seals of said entities, and they were affixed to said instrument by due and regular corporate and/or company authority, and that said instrument is the free act and deed of said entities.

WITNESS My hand and seal this 5th day of February, 2003.



Carla Guidry
MY COMMISSION # DD129743 EXPIRES
September 3, 2006
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public, State of Florida
Name: _____
Serial Number: _____
Commission Expires: _____

03 FEB - 6 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED