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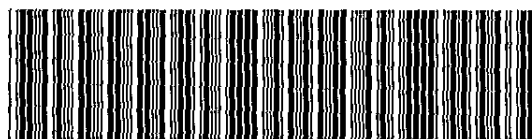
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**ARTICLES OF MERGER
OF
TEXSTREAM, INC.
with and into
TEXSTREAM INDUSTRIES, LLC**

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The following **ARTICLES OF MERGER** by and between **TEXSTREAM, INC.**, a Florida corporation, and **TEXSTREAM INDUSTRIES, LLC**, a Florida limited liability company, are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the entity being merged is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TexStream, Inc. 18 Wall Street Orlando, FL 32801 Florida Document No: P03000020954	Florida FEI: 38-2679655	corporation

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TexStream Industries, LLC 222 S. Pennsylvania Ave., Ste 200 Florida Document No: L04000004472	Florida FEI: 20-0608403	limited liability company

THIRD: The Agreement and Plan of Merger dated January 21, 2004 ("Plan of Merger"), a copy of which is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein, meets the requirements of Sections 607.1108 and 608.438, Florida Statutes.

FOURTH: The Plan of Merger was unanimously approved and adopted by the shareholders of the TexStream, Inc., the merging corporation, on January 21, 2004, by Written Consent to Action of Shareholders.

FIFTH: The Plan of Merger was unanimously approved and adopted by the members of TexStream Industries, LLC, the surviving limited liability company, on January 21, 2004, by Written Consent to Action of Members.

SIXTH: The merger is permitted under the laws of the State of Florida and is not prohibited by any agreement of any party to the merger.

SEVENTH: Pursuant to and in compliance with s. 607.1105(1)(b) and s. 608.4382(f) of the Act, the date and time of the effectiveness of the merger shall be on date of filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by an authorized person this 24 day of January, 2004.

TEXSTREAM INDUSTRIES, LLC.
a Florida limited liability company

By: 

Ray E. Von Bampus, Manager-Member

TEXSTREAM, INC., a Florida corporation

By: 

William B. Monteleone, President

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Exhibit A

AGREEMENT AND PLAN OF MERGER OF
TEXSTREAM, INC.
INTO
TEXSTREAM INDUSTRIES, LLC

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THIS AGREEMENT AND PLAN OF MERGER, dated this 21st day of January, 2004, made by and among TEXSTREAM, INC., a Florida corporation (the "Corporation") and TEXSTREAM INDUSTRIES, LLC, a Florida limited liability company (the "LLC").

WITNESSETH:

WHEREAS, The Corporation desires to merge with and into the LLC, with the LLC being the surviving entity (the "Merger"), upon the terms, and subject to the conditions herein, set forth in this Plan of Merger (the "Plan") and in accordance with §607.1108 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, the Managers of the LLC have determined that it is advisable that the Corporation be merged into the LLC, on the terms and conditions set forth, in this Plan of Merger, and in accordance with §608.438 of the Act.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

EFFECTIVE DATE; MERGER; ADOPTION AND APPROVAL

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Department of State of Florida.
2. On the Effective Date, the Corporation shall be merged with and into the LLC. The separate existence of the Corporation shall cease at the Effective Date and the existence of the LLC shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of limited liability companies organized under the law of the State of Florida.
3. The Plan of Merger has been approved and adopted by the Board of Directors of the Corporation in accordance with the applicable provisions of Sections 607.1109 and consented to by the Shareholders on January 21, 2004. The shareholders have waived notice of the merger by their signatures below.
4. The Plan of Merger has been approved and adopted by the Managers of the LLC in accordance with Section 608.4382 of the Act. The Members have consented to the merger on January 21, 2004 and waived notice thereof by their signatures below.

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ARTICLE II

EFFECTS OF THE MERGER

At and after the merger, the surviving LLC shall possess all of the rights, privileges, immunities and franchises of a public and private nature of the merging Corporation; any and all property, real, personal and mixed, and any and all debts due of the merged Corporation on whatever account, and all other choses in action, and all and every other interest of the merged corporation shall be taken and transferred to and vested in the surviving LLC without further act or deed; and the title to any real estate, or any interest therein, vested in the merging Corporation shall not prevent or be in any way impaired by reason of the merger, all as more particularly set forth in and pursuant to §607.11101 of the Act.

ARTICLE III

TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Corporation's common stock into shares of the LLC membership units shall be as follows:

Membership units of the LLC shall be issued in an amount equal to the percentage ownership of common stock of the Corporation held of record without any action of the holder thereof. Each common stock certificate representing shares of common stock of said merged Corporation shall be canceled of record and exchanged for a membership unit certificate representing issued membership units of the surviving LLC.

As soon as possible after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of Corporation.

ARTICLE IV

DISSENTERS' RIGHTS

Shareholders of Corporation who would be entitled to vote on the Merger and who wish to dissent thereto, are entitled, if the shareholder complies with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

ARTICLE V

ASSIGNMENT

If at any time the LLC shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in the LLC the title to any property or rights of the Corporation, or to otherwise carry out the provisions hereof, the proper officers and directors of Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or conform title to such property or

rights in the LLC, and the Managers, officers and directors of the LLC are fully authorized in the name and on behalf of the Corporation or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

ARTICLE VI

EXPENSES

The LLC shall pay all expenses of accomplishing the Merger.

ARTICLE VII

ARTICLES OF ORGANIZATION

The Articles of Organization of the LLC, as 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 LLC surviving this merger without change or amendment until further amended in accordance with the provisions thereof and applicable laws. The managers, directors and officers of the LLC surviving this merger shall be the same upon the merger as they are for said limited liability company immediately prior thereto. The Operating Agreement of the surviving LLC as in effect at the time of merger, shall continue to be the Operating Agreement of the LLC, as the surviving limited liability company, without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

ARTICLE VIII

MANAGEMENT

Management of the LLC is vested in its Managers and the names and addresses of such Managers are as set forth below.

Ray E. Bampus
1151 Stowe Drive
Sanford, FL 32771-8404

William B. Monteleone
8778 Bellido Circle
Boynton Beach, FL 33437

Richard Lee Barrett
18 Wall Street
Orlando, FL 32801

Don Strube, Jr.
2814 Silver Star Road
Orlando, FL 32808

Steven Strube
2814 Silver Star Road
Orlando, FL 32808

ARTICLE IX AMENDMENT

At any time before the filing with the Florida Department of State of Florida of the Articles of Merger to be filed in connection herewith, the Managers of the LLC may amend this Plan. If the Articles of Merger have

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already been filed, amended Articles of Merger shall be filed with the Department of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE X

TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Managers of the LLC, this Plan may be terminated at any time before the Effective Date by resolution of the Managers of the LLC. Upon termination as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of the LLC or the Corporation, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this 21st day of January, 2004.

"LLC"

TEXSTREAM INDUSTRIES, LLC,
a Florida limited liability company

By: 

Ray E. Von Bampus Manager-Member

"Corporation"

TEXSTREAM, INC.,
a Florida corporation

By: 

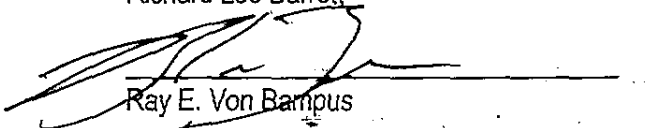
William B. Monteleone, President

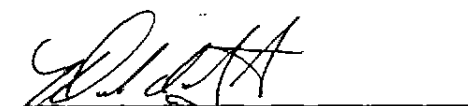
CONSENT AND WAIVER OF NOTICE OF SHAREHOLDERS

The undersigned individual Shareholders of the Corporation hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.


William B. Monteleone


Richard Lee Barrett


Ray E. Von Bampus


Michael A. Young



William Joseph Voll



Karl Joseph Riesterer, Trustee of
The Riesterer Family Trust


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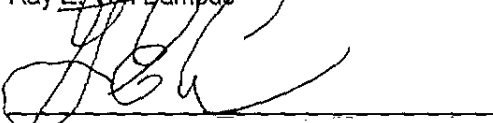
CONSENT AND WAIVER OF NOTICE OF MEMBERS

The undersigned individual members of the LLC hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.

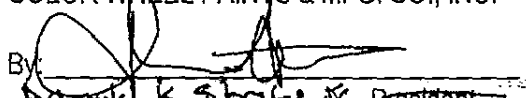

William B. Monteleone

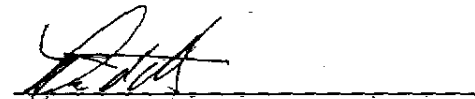

Richard Lee Barrett

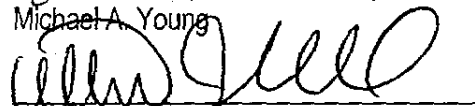

Ray E. Von Bampus

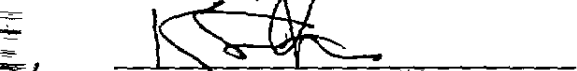

George Edward Langston

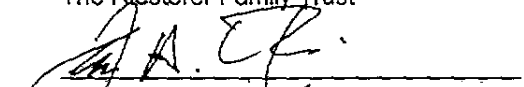
COLOR WHEEL PAINTS & MFG. CO., INC.

By: 
Donald K. Strick, Jr., President
Co-Owner

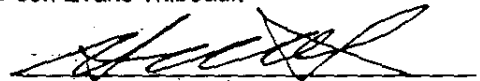

Michael A. Young


William Joseph Voll


KARL Joseph Riesterer, Trustee of
The Riesterer Family Trust


James A. Dozier


Jon Evans Thibeault


Andrew Damon Helfeth
HELSETH

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