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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 735518 81386A

AUTHORIZATION :

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ORDER DATE : June 10, 2004

ORDER TIME : 9:54 AM

ORDER NO. : 735518-010

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
Robert E. Aylward, Esq
Suite 100
600 S. Magnolia Avenue
Tampa, FL 33606

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UNIVERSAL CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

H & S ENTERPRISES PARTNERSHIP

INTO

SESCO ENTERPRISES, LLC

CF 77 50
cert 25.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 2956
EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
H & S ENTERPRISES PARTNERSHIP
into
SESCO ENTERPRISES, LLC**

FILED
2004 JUN 10 PM 2:37
JULY 10, 2004
TALLAHASSEE, FLORIDA

These Articles of Merger are made between **H & S ENTERPRISES PARTNERSHIP**, a Florida limited liability partnership (Florida Document Number: GP300000479) ("Partnership"), and **SESCO ENTERPRISES, LLC**, a Florida limited liability company (Florida Document Number: L04000020351) ("Surviving Entity").

Pursuant to Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act (the "Act") and the applicable provisions of Chapter 620, Florida Statutes, Surviving Entity and Partnership adopt the following Articles of Merger for the purpose of merging Partnership with and into Surviving Entity, which shall be the surviving entity.

1. The Plan of Merger, dated April 19, 2004, was approved and adopted on April 19, 2004, by Surviving Entity and by the unanimous written consent of the Members of Surviving Entity in accordance with the applicable provisions of the Act, and was approved and adopted on April 19, 2004, by Partnership and by the unanimous written consent of the Partners of Partnership in accordance with the applicable provisions of Chapter 620, Florida Statutes. The Plan of Merger meets the requirements of the Act and Chapter 620, Florida Statutes

2. The Plan of Merger is attached as **Exhibit "A"** and incorporated by reference in these Articles of Merger.

3. The effective date of the merger shall be the date of filing these Articles of Merger with the Department of State of Florida.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of this 19th day of April, 2004.

H & S ENTERPRISES PARTNERSHIP, a
Florida limited liability partnership

By: Sam E. Scolaro
Sam E. Scolaro, its Partner

By: Janie Scolaro
Janie Scolaro, its Partner

"Partnership"

SESCO ENTERPRISES, LLC, a Florida limited
liability company

By: Sam E. Scolaro
Sam E. Scolaro, its Member

"Surviving Entity"

**PLAN OF MERGER OF
H & S ENTERPRISES PARTNERSHIP
into
SESCO ENTERPRISES, LLC**

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WILSON & ASSOCIATES
TALLAHASSEE, FLORIDA

This Plan of Merger, dated April 19, 2004, is made by and between **H & S ENTERPRISES PARTNERSHIP**, a Florida limited liability partnership ("Partnership"), and **SESCO ENTERPRISES, LLC**, a Florida limited liability company ("Surviving Entity").

Background

Partnership desires to merge with and into Surviving Entity, with Surviving Entity being the surviving entity, upon the terms set forth in this Plan of Merger. Surviving Entity has determined that it is advisable that Partnership be merged into Surviving Entity on the terms set forth in this Plan of Merger and in accordance with Section 608.438 of the Florida Limited Liability Company Act (the "Act") and the applicable provisions of Chapter 620, Florida Statutes.

**ARTICLE I
MERGER**

1. The term "effective date" means the date on which the Articles of Merger are filed with the Department of State of Florida.
2. On the effective date, Partnership shall be merged with and into Surviving Entity. The separate existence of Partnership shall cease at the effective date and the existence of Surviving Entity shall continue unaffected and unimpaired by the merger with all the rights, privileges, immunities, and franchises, and subject to all the duties and liabilities of limited liability companies organized under the laws of the State of Florida.
3. The Plan of Merger has been approved by the Members of Surviving Entity in accordance with the applicable provisions of the Act, and has been approved by the Partners of the Partnership in accordance with the applicable provisions of Chapter 620, Florida Statutes.

**ARTICLE II
EFFECTS OF THE MERGER**

At the effective date, Surviving Entity shall possess all the rights, privileges, immunities, and franchises, both of a public and private nature, of Partnership, and shall be responsible and liable for all liabilities and obligations of Partnership, all as more particularly set forth in the Act.

**ARTICLE III
TERMS OF THE TRANSACTION**

The manner and basis of converting Partnership's interests into Membership Interests of Surviving Entity shall be as follows: on the effective date, the Partners of Partnership shall receive 100 percent of

EXHIBIT "A"

the Membership Interests of Surviving Entity, to be apportioned among them in accordance with their respective interests in Partnership.

ARTICLE IV MANAGEMENT RIGHTS

After the effective date, management of Surviving Entity will be vested in one or more managers, the names and business addresses of which are as follows:

<u>Manager</u>	<u>Address</u>
Sam E. Sclaro	1810 E. State Road 60 Brandon, Florida 33594
Stephanie Sclaro	1810 E. State Road 60 Brandon, Florida 33594
Jennifer Sclaro	1810 E. State Road 60 Brandon, Florida 33594

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TALLAHASSEE, FLORIDA

ARTICLE V ASSIGNMENT

If at any time Surviving Entity 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 Surviving Entity the title of any property or rights of Partnership, or to otherwise carry out the provisions hereof, the proper officers and directors of Partnership 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 confirm title to such property or rights in Surviving Entity.

ARTICLE VI EXPENSES

Surviving Entity shall pay all expenses of accomplishing the merger.

ARTICLE VII AMENDMENT

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

If for any reason consummation of the merger is inadvisable in the opinion of the Managers of Surviving Entity, this Plan of Merger may be terminated at any time before the effective date by resolution of the Managers of Surviving Entity. 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 of Merger or the termination hereof on the part of Surviving Entity or Partnership, of their managers, officers, employees, agents, members, or partners.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger this 19th day of April, 2004.

H & S ENTERPRISES PARTNERSHIP, a
Florida limited liability partnership

By: Sam E. Scolaro
Sam E. Scolaro

By: Janie Scolaro
Janie Scolaro, its Partner

"Partnership"

SESCO ENTERPRISES, LLC, a Florida limited
liability company

By: Sam E. Scolaro
Sam E. Scolaro

"Surviving Entity"

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TALLAHASSEE, FLORIDA