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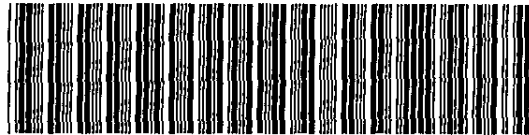
(Business Entity Name)

(Document Number)

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T. Brumbley MAY 4 2005

LAW OFFICES
MCCAUSLAND, KEEN & BUCKMAN

A PROFESSIONAL CORPORATION
RADNOR COURT, SUITE 160
259 NORTH RADNOR-CHESTER ROAD
RADNOR, PENNSYLVANIA 19087-5240

610-341-1000
TELECOPIER 610-341-1099
<http://www.mkbattorneys.com>

DIRECT DIAL NO.:

MELVIN J. BUCKMAN
McKINLEY C. McADOO
ROBERT H. YOUNG, JR.
JAMES G. LOGUE
ALAN N. ESCOTT
GLENN S. GITOMER
MARC S. MASER
NANCY D. WEISBERG
STEPHAN K. PAHIDES
BERTRAM WOLFSON
CHRISTOPHER F. WRIGHT

JOAN AGRAN
ROBERT A. MASCIOLI
BLAKE T. FRITZ
GARTH G. HOYT
MELISSA S. JOHNSON
BRIAN E. MORRISSEY
JEAN P. HANNA
JAMES BRENNAN KELLY

April 28, 2005

Via FedEx

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Subject: Anthony & William Enterprises, LLC (L05000038029)

To Whom It May Concern:

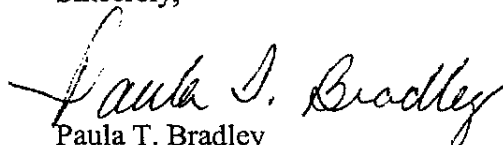
Please file the enclosed Articles of Merger (with Agreement and Plan of Merger) for Anthony & William Enterprises, LLC. The filing fee, payable to the FL Department of State, in the amount of \$60.00 (\$25.00 LLC; \$35.00 Corporation). is enclosed. Please return evidence of the filing and all other correspondence to:

Paula T. Bradley, Paralegal
McCausland, Keen & Buckman
Radnor Court, Suite 160
259 N. Radnor-Chester Road
Radnor, PA 19087

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If further information is needed, please call the undersigned at (610) 341-1052. Thank you.

Sincerely,


Paula T. Bradley
Paralegal

Enclosures
H:\2100\LTRS\genfile.ltr.wpd

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. Eastern Research Services, Inc. Springfield Square, Suite 208 1001 Baltimore Pike Springfield, PA 19064	PA	Corporation
Florida Document/Registration Number: <u>FW00000002710</u>		FEI Number: <u>23-2695855</u>
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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(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>
Anthony & William Enterprises, LLC	FL	Limited Liability Co.
Council Square, 7551 Little Road		
New Port Richey, FL 34654		

Florida Document/Registration Number: 105000038029 FEI Number: 25-1915069

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.

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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
Anthony & William Enterprises,
LLC

Signature(s) _____

x Leah W Spivey

Typed or Printed Name of Individual

Kean W. Spencer, Member

Eastern Research Services, Inc.

James H. H.

Nicholas A. Mannino, CEO

(Attach additional sheet(s) if necessary)

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SECDOT DISTRICT
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (herein called this "Agreement"), dated April 28, 2005, by and between **EASTERN RESEARCH SERVICES, INC.**, a Pennsylvania corporation (herein called the "Pennsylvania Corporation") and **ANTHONY & WILLIAM ENTERPRISES, LLC**, a Florida limited liability company (herein called the "Florida Company"), said parties being herein sometimes referred to as the "Constituent Companies".

WITNESSETH:

WHEREAS, the Constituent Companies desire that the Pennsylvania Corporation merge into the Florida Company pursuant to this Agreement and in accordance with the applicable statutes of the Commonwealth of Pennsylvania and the State of Florida; and

WHEREAS, the Articles of Incorporation of the Pennsylvania Corporation were filed with the Pennsylvania Secretary of State on June 18, 1992; and

WHEREAS, the registered office of record of the Pennsylvania Corporation is Five Radnor Corporate Center, Suite 500, 100 Matsonford Road, Radnor, PA 19087; and

WHEREAS, the Articles of Organization of the Florida Company were filed with the Florida Secretary of State on April 14, 2005; and

WHEREAS, the registered office of the Florida Company is located at Council Square, 7551 Little Road, New Port Richey, Florida 34654 and the registered agent in charge thereof is Maria Velez.

NOW, THEREFORE, intending to be legally bound hereby, the parties agree as follows:

SECTION 1 - THE MERGER

1.1 The Merger. On the Effective Date, as defined in Section 4, the Pennsylvania Corporation shall merge into the Florida Company, which shall be the surviving company and the name of the surviving

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company shall continue to be "Anthony & William Enterprises, LLC" (sometimes referred to herein as "Surviving Company") and the separate existence of the Pennsylvania Corporation shall cease to exist. It is intended that the transaction described herein qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

1.2 Certificate of Incorporation and By-Laws. The Articles of Organization and the Operating Agreement of the Florida Company shall continue in full force and effect and shall not be changed by the Merger.

1.3 Property and Liabilities. Upon the Effective Date, the Surviving Company shall possess all of the rights, privileges, powers and franchises of whatsoever nature and description, as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Companies; and all rights, privileges, powers and franchises of each of the Constituent Companies and all property, real, personal and mixed, and debts due to either of the Constituent Companies on whatever account and all other things in action or belonging to each of the Constituent Companies shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Company as they were of the several and respective Constituent Companies, and the title to any real estate vested by deed or otherwise in any of the Constituent Companies shall not revert or be in any way impaired by reason of such merger. All rights of creditors and all liens upon the property of each of the Constituent Companies shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Companies shall thenceforth attach to the Surviving Company, and may be enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either of the

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Constituent Companies may be prosecuted to judgment or decree as if such merger had not taken place, or the Surviving Company may be substituted in such action or proceeding.

1.4 Further Assurances. The Pennsylvania Corporation agrees that at any time, or from time to time, as and when requested by the Surviving Company, or by its successors and assigns, it will execute and deliver, or cause to be executed and delivered by its last acting officers, or by the corresponding officers of the Surviving Company, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other action as the Surviving Company, its successors or assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege, or franchise or to vest or perfect in or confirm to the Surviving Company, its successors and assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Subsection 1.4 and otherwise to carry out the intent and purposes hereof.

SECTION 2 - CONVERSION OF INTERESTS

2.1 Stock of the Pennsylvania Corporation. The shares of stock of the Pennsylvania Corporation owned by each of its shareholders immediately prior to the Effective Date (sometimes referred to herein as "Converted Pennsylvania Stock") shall, upon such date, by virtue of the merger and without any action on the part of any shareholder of the Pennsylvania Corporation, be exchanged for and converted into membership interests in the Florida Company having a value equal to the Converted Pennsylvania Stock. All shares of Converted Pennsylvania Stock shall be surrendered and cancelled.

2.2 Interest of the Florida Company. The membership interests in the Florida Company issued to the shareholders of the Pennsylvania Corporation in connection with the merger shall remain as the sole membership interests in the Surviving Company.

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2.3 No Fractional Interests. No fractional membership interests in the Florida Company shall be issued in the merger.

SECTION 3 - CONDITIONS FOR MERGER

3.1 Shareholders' and Members' Approval. This Agreement shall be submitted for approval or disapproval to the shareholders or members, as applicable, of each of the Constituent Companies as provided by the applicable laws of the Commonwealth of Pennsylvania and the State of Florida. There shall be required for the adoption of this Agreement by both the Pennsylvania Corporation and Florida Company, the unanimous vote of the shareholders or members, as applicable, of each of the Constituent Companies. If said Agreement shall be unanimously approved by the shareholders or members, as applicable, of each of the Constituent Companies, then the fact shall be certified upon the Agreement by the secretary of each of the Constituent Companies, under the seal thereof.

3.2 Directors' Consents and Approvals. In addition to the conditions provided for in Subsection 3.1, consummation of the merger shall be subject to obtaining any consents or approvals determined by the Boards of Directors or managers, as applicable, of the Constituent Companies to be necessary to effect such merger. Any such consent or approval of either of the Board of Directors or managers must be unanimous.

SECTION 4 - EFFECTIVE DATE OF MERGER

The merger shall become effective as provided for in each of the Certificate of Merger and the Articles of Merger filed with the offices of the Pennsylvania Department of State and Florida Department of State, respectively; provided, however, that for accounting, tax and record keeping purposes only, the merger shall become effective as of the date provided in the Articles of Merger filed with the Florida Department of State. The date when the merger becomes effective is sometimes herein referred to as the "Effective Date".

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SECTION 5 - SERVICE OF PROCESS

The Surviving Company hereby agrees that it may be served with process in the Commonwealth of Pennsylvania in any proceeding for enforcement of any obligation of the Pennsylvania Corporation as well as for enforcement of any obligation resulting from the merger, and hereby irrevocably appoints the Secretary of State of the Commonwealth of Pennsylvania as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State to the Commonwealth of Pennsylvania is Anthony and William Enterprises, LLC, Council Square, 7551 Little Road, New Port Richey, Florida 34654.

IN WITNESS WHEREOF, each party to this Agreement and Plan of Merger, pursuant to authority duly given by its respective Board of Directors or Managers, has caused these presents to be executed on its behalf by its appropriate officer and its corporate seal to be hereunto affixed and attested to by its appropriate officer as of the day and year first above written.

EASTERN RESEARCH SERVICES, INC.

Attest: <u>[Signature]</u> Name: <u>NICHOLAS A MANNING JR</u> Title: <u>CEO</u>	By: <u>[Signature]</u> Name: <u>KEAN W SPENCER</u> Title: <u>PRESIDENT</u>
---	--

ANTHONY & WILLIAM ENTERPRISES, LLC

Attest: <u>[Signature]</u> Name: <u>KEAN W SPENCER</u> Title: <u>MANAGER</u>	By: <u>[Signature]</u> Name: <u>NICHOLAS A MANNING JR</u> Title: <u>MANAGER</u>
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**ATTACHMENT TO
AGREEMENT AND PLAN OF MERGER
EASTERN RESEARCH SERVICES, INC.
and
ANTHONY & WILLIAM ENTERPRISES, LLC**

The name and address of each Manager of Anthony and William Enterprises, LLC are as follows:

Kean W. Spencer
Council Square, 7551 Little Road
New Port Richey, FL 34654

Nicholas A. Mannino
Council Square, 7551 Little Road
New Port Richey, FL 34654

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