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## MERGER OR SHARE EXCHANGE

STS LIQUIDATING CO., LLC

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TALLAHASSEE, FLORIDA  
OFFICE OF THE SECRETARY OF STATE**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.438, 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:

Name and Street Address	Jurisdiction	Entity Type
1. Seminole T Stop, Inc. 4690 U.S. Highway 27 Weston, FL 33332 Florida Document/Registration Number: 327367	Florida	Business Corporation  FBI Number: 59-1214618

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

Name and Street Address	Jurisdiction	Entity Type
1. STS Liquidating Co., LLC 1020 N. 2 <sup>nd</sup> Street Ft. Pierce, FL 34950 Florida Document/Registration Number: 105000122768	Florida	Limited Liability Company  FBI Number: 20-4004764

**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(3), 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 December 30, 2005.

**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
Seminole T Stop, Inc.	<i>By Jackie K. Patricelli</i>	Jackie Patricelli, President
STS Liquidating Co., LLC	<i>By Jackie K. Patricelli</i>	Jackie Patricelli, Manager

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# PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1108, 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>	<u>Jurisdiction</u>
Seminole T Stop, Inc.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
STS Liquidating Co., LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the real, personal, and mixed property of the merging party without the necessity for any separate transfer. The surviving party shall thereafter be responsible and liable for all liabilities and obligations of the merging party, and neither the rights of creditors nor any liens on the property of the merging party shall be impaired by the merger.

## **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:

- (1) Each share of stock of the merging party shall be surrendered and each shareholder of the merging party shall be issued in exchange a 1% membership interest in the surviving party.
- (2) After the effective date of the merger, each holder of certificates for shares of common stock in the merging party shall surrender them to the surviving party or its duly appointed agent, in such manner as the surviving party shall legally require. On receipt of such share certificates, the surviving

party shall issue and exchange therefor a membership interest in the surviving party, representing the percentage ownership interest to which such holder is entitled as provided above.

- 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

**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:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
N/A	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:

Jackie Patricelli  
1020 N. 2nd St.  
Ft. Pierce, FL 34950

**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.

NONE

Petitioner: King, Dorothy; Plan of merger Seminole into GTS Inc. and

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