

L61326

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

300002189709--6
-05/23/97--01044--017
*****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

Chesapeake of Chesapeake, Inc.

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

5/23

☐ Certified Copy

Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

NEW FILINGS

Profit

Non-Profit

Limited Liability

Domestication

Other

AMENDMENTS

Amendment

Resignation of R.A., Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

☒ Merger

OTHER FILINGS

Annual Report

fictitious Name

Name Reservation

REGISTRATION/ QUALIFICATION

Foreign

Limited Partnership

Reinstatement

Trademark

Other

Examiner's Initials

FILED
97 MAY 23 AM 3:00
TALLAHASSEE, FL
SECRET

L6/326

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BOSTON MARINA EQUIPMENT, INC., a Massachusetts corporation not
authorized to transact business in Florida

INTO

CHESAPEAKE OF CLEARWATER, INC., a Florida corporation, L61326.

File date: May 23, 1997

Corporate Specialist: Annette Hogan

Articles of Merger
of
Boston Marina Equipment, Inc.
with and into
Chesapeake of Clearwater, Inc.

97 MAY 23 PM 3:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and domestic business corporation named herein do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging Boston Marina Equipment, Inc., a Massachusetts business corporation, with and into Chesapeake of Clearwater, Inc., a Florida business corporation.


2. The merger of Boston Marina Equipment, Inc. with and into Chesapeake of Clearwater, Inc. is permitted by the laws of the jurisdiction of organization of Boston Marina Equipment, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Boston Marina Equipment, Inc. was May 20, 1997.

3. The shareholders of Chesapeake of Clearwater, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 20, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on May 20, 1997.

Executed on May 20, 1997

BOSTON MARINA EQUIPMENT, INC.

By: 
David P. Rankin
Executive President and Secretary

CHESAPEAKE OF CLEAR WATER, INC.

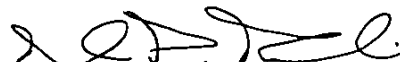
By: 
David P. Rankin
Executive Vice President and Secretary

EXHIBIT A TO THE ARTICLES OF MERGER

PLAN OF MERGER

PLAN OF MERGER adopted for Boston Marina Equipment, Inc., a business corporation organized under the laws of the Commonwealth of Massachusetts, by resolution of its Board of Directors on May 20, 1997, and adopted for Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 20, 1997. The names of the corporations planning to merge are Boston Marina Equipment, Inc., a business corporation organized under the laws of the Commonwealth of Massachusetts, and Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Boston Marina Equipment, Inc. plans to merge is Chesapeake of Clearwater, Inc.

1. Boston Marina Equipment, Inc. and Chesapeake of Clearwater, Inc. shall, pursuant to the provisions of the laws of the Commonwealth of Massachusetts and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Chesapeake of Clearwater, Inc., which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Boston Marina Equipment, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present By-Laws of the surviving corporation will be the By-Laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.

5. Each issued and outstanding share of capital stock of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be canceled. The issued and outstanding shares of capital stock of the surviving corporation shall not be converted or exchanged in any manner, but each said share

which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Massachusetts and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

L61326

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

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-05/23/97--01044--012
*****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Chesapeake or Clearwater, Inc. L61326
(Corporation Name) (Document #)
2. Merger
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 5/23

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy *Stamped*

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
97 MAY 23 PM 3:29
TALLAHASSEE
SECRET

5/23/97

Don
Don
Don
Don
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L61326

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FIRST CITY GATEWAY, INC., a Washington corporation not authorized to
transact business in Florida

INTO

CHESAPEAKE OF CLEARWATER, INC., a Florida corporation, L61326.

File date: May 23, 1997

Corporate Specialist: Annette Hogan

Articles of Merger
of
First City Gateway, Inc.
with and into
Chesapeake of Clearwater, Inc.

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and domestic business corporation named herein do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging First City Gateway, Inc., a Washington business corporation, with and into Chesapeake of Clearwater, Inc., a Florida business corporation.

2. The merger of First City Gateway, Inc. with and into Chesapeake of Clearwater, Inc. is permitted by the laws of the jurisdiction of organization of First City Gateway, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of First City Gateway, Inc. was May 20, 1997.

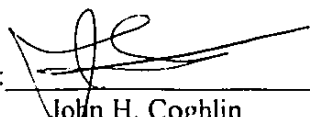
3. The shareholders of Chesapeake of Clearwater, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 20, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on May 20, 1997.

FILED
MAY 23 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

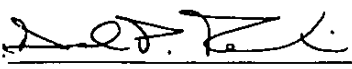
Executed on May 20, 1997

FIRST CITY GATEWAY, INC.

By: 

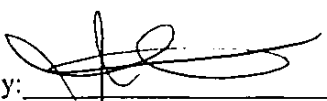
John H. Coghlin
President

FIRST CITY GATEWAY, INC.

By: 


David P. Rankin
Secretary

CHESAPEAKE OF CLEARWATER, INC.

By: 

John H. Coghlin
President

CHESAPEAKE OF CLEARWATER, INC.

By: 

David P. Rankin
Secretary

EXHIBIT A TO THE ARTICLES OF MERGER

PLAN OF MERGER

PLAN OF MERGER approved on May 20, 1997 by First City Gateway, Inc., a business corporation organized under the laws of the State of Washington, and by resolution adopted by its Board of Directors on said date, and approved on May 20, 1997 by Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date.

1. First City Gateway, Inc. and Chesapeake of Clearwater, Inc. shall, pursuant to the provisions of the Washington Corporation Code and pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Chesapeake of Clearwater, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of First City Gateway, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Washington Corporation Code.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The By-Laws of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the By-Laws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.

5. Each issued share of capital stock of the terminating corporation shall, upon the effective date of the merger, be canceled. The issued shares of capital stock of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that the Plan of Merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Washington Corporation Code and in accordance with the provisions of the Florida Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Washington and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

L61326

WITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1400 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

300002189703--5
-05/23/97--01044--015
*****70.00 *****70.00

OFFICE USE ONLY

FILED
97 MAY 23 PM 2:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

Chesapeake of Clearwater, Inc.
(Corporation Name)

L61326
(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time 5/23

☐ Certified Copy

Mail out

☐ Will wait

☒ Stamped
Photocopy

☐ Certificate of Status

NEW FILINGS

Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS

Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION

Foreign
Limited Partnership
Reinstatement
Trademark
Other

Examiner's Initials

L6/326

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FIRST CITY ARIZONA DEVELOPMENTS, INC., an Arizona corporation not
authorized to transact business in Fla.

INTO

CHESAPEAKE OF CLEARWATER, INC., a Florida corporation, L61326.

File date: May 23, 1997

Corporate Specialist: Annette Hogan

Articles of Merger
of
First City Arizona Developments, Inc.
with and into
Chesapeake of Clearwater, Inc.

97 MAY 23 PM 2:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and domestic business corporation named herein do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging First City Arizona Developments, Inc., an Arizona business corporation with and into Chesapeake of Clearwater, Inc., a Florida business corporation.

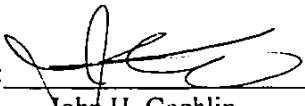
2. The merger of First City Arizona Developments, Inc. with and into Chesapeake of Clearwater, Inc. is permitted by the laws of the jurisdiction of organization of First City Arizona Developments, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of First City Arizona Developments, Inc. was May 20, 1997.

3. The shareholders of Chesapeake of Clearwater, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 20, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on May 20, 1997.

Executed on May 20, 1997

FIRST CITY ARIZONA DEVELOPMENTS, INC.

By: 
John H. Coghlin
President

CHESAPEAKE OF CLEARWATER, INC.

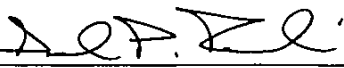
By: 
David P. Rankin
Executive Vice President

EXHIBIT A OF ARTICLES OF MERGER

PLAN OF MERGER

PLAN OF MERGER adopted for First City Arizona Developments, Inc., a business corporation organized under the laws of the State of Arizona, by resolution of its Board of Directors on May 20, 1997, and adopted for Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 20, 1997. The names of the corporations planning to merge are First City Arizona Developments, Inc., a business corporation organized under the laws of the State of Arizona, and Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which First City Arizona Developments, Inc. plans to merge is Chesapeake of Clearwater, Inc.

1. First City Arizona Developments, Inc. and Chesapeake of Clearwater, Inc. shall, pursuant to the provisions of the laws of the State of Arizona and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Chesapeake of Clearwater, Inc., which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of First City Arizona Developments, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present By-Laws of the surviving corporation will be the By-Laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.

5. Each issued and outstanding share of capital stock of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be canceled. The issued and outstanding shares of capital stock of the surviving corporation shall not be converted or exchanged in any manner, but each said share

which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arizona and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

L61326

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FCDC (TEXAS) CORP., a Texas corporation, not qualified in Florida

INTO

CHESAPEAKE OF CLEARWATER, INC., a Florida corporation, L61326.

File date: May 23, 1997

Corporate Specialist: Karen Gibson

L61326

LEGAL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
400 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

800002189699--9
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*****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

Chesapeake of Oklawaha, Inc.
(Corporation Name)

L61326
(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

Walk in ☐ Pick up time 5/23

☐ Certified Copy

Mail out ☐ Will wait

☒ Photocopy Stamped

☐ Certificate of Status

NEW FILINGS

Profit
NonProfit
Limited Liability
Dissolution
Other

AMENDMENTS

Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

Annual Report
Fictitious Name
Reservation

REGISTRATION/
QUALIFICATION

Foreign
Limited Partnership
Reinstatement
Trademark
Other

Examiner's Initials

STAMP 23 PM 2:50
TALLAHASSEE FLORIDA

Merger
R.R.
5/23

Articles of Merger

of

FCDC (Texas) Corp.

with and into Chesapeake of Clearwater, Inc.

97 MAY 23 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and domestic business corporation named herein do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging FCDC (Texas) Corp., a Texas business corporation, with and into Chesapeake of Clearwater, Inc., a Florida business corporation.

2. The merger of FCDC (Texas) Corp. with and into Chesapeake of Clearwater, Inc. is permitted by the laws of the jurisdiction of organization of FCDC (Texas) Corp. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of FCDC (Texas) Corp. was May 20, 1997.

3. The shareholders of Chesapeake of Clearwater, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 20, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on May 20, 1997.

Executed on May 20, 1997

FCDC (TEXAS) CORP.

By: 
David P. Rankin
Executive Vice President

CHESAPEAKE OF CLEARWATER, INC.

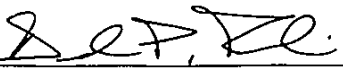
By: 
David P. Rankin
Executive Vice President

EXHIBIT A TO THE ARTICLES OF MERGER

PLAN OF MERGER

PLAN OF MERGER adopted for FCDC (Texas) Corp., a business corporation organized under the laws of the State of Texas, by resolution of its Board of Directors on May 20, 1997, and adopted for Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 20, 1997. The names of the corporations planning to merge are FCDC (Texas) Corp., a business corporation organized under the laws of the State of Texas, and Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which FCDC (Texas) Corp. plans to merge is Chesapeake of Clearwater, Inc.

1. FCDC (Texas) Corp. and Chesapeake of Clearwater, Inc. shall, pursuant to the provisions of the laws of the State of Texas and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Chesapeake of Clearwater, Inc., which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of FCDC (Texas) Corp., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present By-Laws of the surviving corporation will be the By-Laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.

5. Each issued and outstanding share of capital stock of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be canceled. The issued and outstanding shares of capital stock of the surviving corporation shall not be converted or exchanged in any manner, but each said share

which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

L61326

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FIRST CITY MARYLAND CORP., a MARYLAND corporation, not qualified in
Florida

INTO

CHESAPEAKE OF CLEARWATER, INC., a Florida corporation, L61326.

File date: May 23, 1997

Corporate Specialist: Karen Gibson

L61326

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

700002189697--5
-05/23/97--01044--013
*****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Pharmaceuticals of America, Inc. L61326
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 5/23 ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☒ Stamped Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

97 MAY 23 PM 1:57
STATE
TALLAHASSEE, FL 32301

M. J. 401
K. K. 6/23

Articles of Merger
of
First City Maryland Corp.
with and into
Chesapeake of Clearwater, Inc.

FILED
97 MAY 23 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and domestic business corporation named herein do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging First City Maryland Corp., a Maryland business corporation, with and into Chesapeake of Clearwater, Inc., a Florida business corporation.


2. The merger of First City Maryland Corp. with and into Chesapeake of Clearwater, Inc. is permitted by the laws of the jurisdiction of organization of First City Maryland Corp. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of First City Maryland Corp. was May 20, 1997.

3. The shareholders of Chesapeake of Clearwater, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 20, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on May 20, 1997.

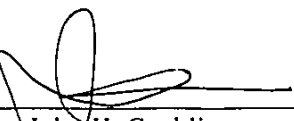
Executed on May 20, 1997

FIRST CITY MARYLAND CORP.

By: 

John H. Coghlin
President

CHESAPEAKE OF CLEARWATER, INC.

By: 

John H. Coghlin
President

EXHIBIT A TO THE ARTICLES OF MERGER

PLAN OF MERGER

PLAN OF MERGER adopted for First City Maryland Corp., a business corporation organized under the laws of the State of Maryland, by resolution of its Board of Directors on May 20, 1997, and adopted for Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 20, 1997. The names of the corporations planning to merge are First City Maryland Corp., a business corporation organized under the laws of the State of Maryland, and Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which First City Maryland Corp. plans to merge is Chesapeake of Clearwater, Inc.

1. First City Maryland Corp. and Chesapeake of Clearwater, Inc. shall, pursuant to the provisions of the laws of the State of Maryland and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Chesapeake of Clearwater, Inc., which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of First City Maryland Corp., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present By-Laws of the surviving corporation shall be the By-Laws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.

5. Each issued share of capital stock of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be canceled. The issued shares of capital stock of the surviving corporation shall not be

converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Maryland and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.