

L95051

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

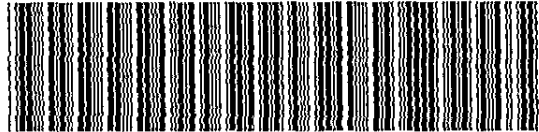
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400029798764

Merger

03/08/04--01057--005 **87.50

FILED
04 MAR -8 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 MAR -8 AM 11:20
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APR 3/8/04

Sunstate Research

Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

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

1. Minilec Services, Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. Minilec Florida, Inc. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time ☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy *need two (2)* ☐ Certificate of Status *C/C*

NEW FILINGS

- ☐ Profit
- ☐ Not for 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

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Minilec Services, Inc.</u>	<u>California</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Minilec Florida, Inc.</u>	<u>Florida</u>	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 23, 2004, and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

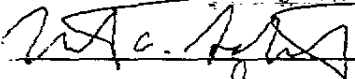
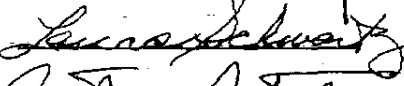
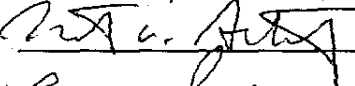
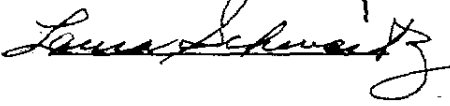
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 23, 2004.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Minilec Services, Inc.		Martin A. Schwartz, President
Minilec Services, Inc.		Laura Schwartz, Secretary
Minilec Florida, Inc.		Martin A. Schwartz, President
Minilec Florida, Inc.		Laura Schwartz, Secretary

PLAN OF MERGER
(Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name:</u>	<u>Jurisdiction:</u>
Minilec Services, Inc.	California

The name and jurisdiction of each **subsidiary** corporation:

<u>Name:</u>	<u>Jurisdiction:</u>
Minilec Florida, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

By operation of the merger of the subsidiary into the parent and the disappearance of the subsidiary as a result thereof, the shares of the subsidiary owned by the parent will be tendered to the subsidiary to be retired, and will no longer be deemed issued and outstanding. As a result of the merger, the parent will succeed to all of the rights and obligations of the subsidiary in consideration of the retirement of the parent's shares of the subsidiary.

The parent is the surviving corporation in the merger.

If applicable, shareholders of the subsidiary corporation, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.