

M47853

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

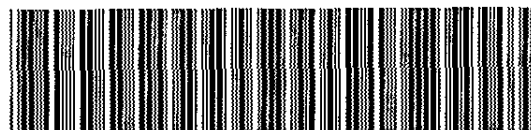
Special Instructions to Filing Officer:

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03 FEB 11 AM 11:17

DIVISION OF CORPORATION

Office Use Only



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FILED
03 FEB 12 PM 4:07
STATE
TALLAHASSEE, FLORIDA

DR
2/12/03

ARTICLES OF MERGER
Merger Sheet

MERGING:

SRF TRADING, INC., a Florida corporation M47853

,

INTO

SRF TRADING, INC., a Delaware entity not qualified in Florida

File date: February 12, 2003

Corporate Specialist: Annette Ramsey

CT CORPORATION

February 11, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5785107 SO
Customer Reference 1: Bank of America
Customer Reference 2: 73926160011

Dear Secretary of State, Florida:

Please file the attached:

SRF Trading, Inc. (FL)
Merger (Discontinuing Company)
Florida

I also need a Certified Copy of this filing! Thx!
Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER

(Profit Corporations)

FILED

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

03 FEB 12 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SRF Trading, Inc.	Delaware	

Second: The name and jurisdiction of each **merging** corporation:

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

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 February 7, 2003.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 7, 2003.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

SRF Trading, Inc.

Allen D. Shifflet

Allen D. Shifflet, President

SRF Trading, Inc.

Ned R. Rosario, President

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

SRF Trading, Inc.

Allen D. Shifflet, President

SRF Trading, Inc.

Ned Rosario

Ned R. Rosario, President

PLAN AND AGREEMENT OF MERGER

OF

SRF TRADING, INC.,

a Florida corporation

AND

SRF TRADING, INC.,

a Delaware corporation

THIS PLAN AND AGREEMENT OF MERGER dated as of February 7, 2003 is made and entered into by and between SRF TRADING, INC., a business corporation of the State of Florida ("SRFI") and SRF TRADING, INC., a business corporation of the State of Delaware ("SRFII").

WHEREAS, SRFI is a business corporation of the State of Florida with its registered office therein located at The CT Corporation System, 1200 South Pine Island Road, City of Plantation, County of Broward;

WHEREAS, the total number of shares which SRFI has authority to issue is 100, all of which are of one class and of a par value of \$1.00 each;

WHEREAS, SRFII is a business corporation of the State of Delaware with its registered office therein located at The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle;

WHEREAS, the total number of shares which SRFII has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each;

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with a business corporation of another jurisdiction;

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with a business corporation of the State of Delaware;

WHEREAS, SRFI and SRFII and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders/shareholders to merge SRFI with and into SRFII (the "Merger") pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

WHEREAS, the respective Boards of Directors of SRFI and SRFII have, by resolutions duly adopted, (a) approved this Plan and Agreement of Merger and directed that it be executed by the authorized officers and (b) have directed that it be submitted to a vote of the sole stockholder/shareholders of each of SRFI and SRFII; and

WHEREAS, the sole stockholder/shareholder of each of SRFI and SRFII has approved this Plan and Agreement of Merger by resolution adopted by written consent.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Plan and Agreement of Merger.

1. SRFI and SRFII shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, SRFII, which shall be the surviving corporation from and after the effective time 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 General Corporation Law of the State of Delaware. The separate existence of SRFI, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The Merger shall become effective at the time of filing the Articles of Merger with the Secretary of State of Florida in accordance with the provisions of Section 607.1108 of the Business Corporation Act of the State of Florida and upon the filing of the Certificate of Merger with the Secretary of State of Delaware in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.

3. The Certificate of Incorporation of SRFII as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of said surviving corporation and will continue in full force and effect until changed, altered and amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The by-laws of SRFII as in effect immediately prior to the effective time of the Merger shall 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 General Corporation Law of the State of Delaware.

5. The directors and officers of SRFII in office immediately prior to the effective time of the merger, shall be the members of the Board of Directors and the 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.

6. All 100 issued shares, in the aggregate, of the non-surviving corporation outstanding immediately prior to the effective time of the merger shall be converted automatically into 100 shares, in the aggregate, of the surviving corporation having the rights and preferences described in the Certificate of Incorporation of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the effective date of the Merger shall continue to represent one issued share of the surviving corporation.

7. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted on behalf of the non-surviving corporation in accordance with the provisions of the Florida Business Corporation Act and on behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 and Agreement of Merger or of the Merger herein provided for.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed and acknowledged on behalf of each of the constituent corporations parties hereto, and may be executed in any number of counterparts (including by facsimile), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument..

Dated:

SRF TRADING, INC.,
a Florida corporation

By: Allen D. Shifflet
Name: Allen D. Shifflet
Title: President

SRF TRADING, INC.,
a Delaware corporation

By: _____
Name: Ned R. Rosario
Title: President

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed and acknowledged on behalf of each of the constituent corporations parties hereto, and may be executed in any number of counterparts (including by facsimile), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument..

Dated:

SRF TRADING, INC.,
a Florida corporation

By: _____
Name: Allen D. Shifflet
Title: President

SRF TRADING, INC.,
a Delaware corporation

By: Ned R. Rosario
Name: Ned R. Rosario
Title: President