

M 88080

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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07 MAR 27 AM 10:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merle  
O. G. J.  
3/26/07



**TUCKER ELLIS & WEST LLP**

ATTORNEYS AT LAW

1150 Huntington Bldg. 925 Euclid Avenue Cleveland, Ohio 44115-1414  
phone 216.592.5000 facsimile 216.592.5009 tuckerellis.com

CLEVELAND LOS ANGELES SAN FRANCISCO

Direct Dial: 216.696.5014  
Email: [shelley.burch@tuckerellis.com](mailto:shelley.burch@tuckerellis.com)

March 9, 2007

**VIA FEDEX**

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Bldg.  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Mergers

Dear Sir or Madam:

Enclosed for filing please find the following:

1. Articles of Merger – surviving entity Chesterfield Acquisitions Company.
2. Articles of Merger – surviving entity Transitory Metal Company-R
3. Check number 125982 in the amount of \$175.00 for the filing fees.

Please file the originals and time stamp the enclosed copies and return them to me in the enclosed, prepaid envelope.

If you have any questions or concerns, please do not hesitate to call me.

Sincerely,



Shelley L. Burch  
Paralegal

RECEIVED  
SLB 07 MAR 12 AM 8:00  
SECTION OF STATE BUREAU  
07 MAR 12 AM 8:00

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CHESTERFIELD ACQUISITIONS COMPANY  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Brian W. FitzSimons, Esq.  
(Contact Person)

Tucker Ellis & West  
(Firm/Company)

925 Euclid Ave., 1150 Huntington Bldg.  
(Address)

Cleveland, Ohio 44115-1414  
(City/State and Zip Code)

For further information concerning this matter, please call:

Brian W. FitzSimons, Esq. At ( 216 ) 592-5000  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 16, 2007

SHELLEY L. BURCH, PARALEGAL  
TUCKER ELLIS WEST  
925 EUCLID AVE., 1150 HUNTINGTON BLDG.  
CLEVELAND, OH 44115-1414

SUBJECT: CHESTERFIELD ACQUISITIONS COMPANY  
Ref. Number: M88080

We have received your document for CHESTERFIELD ACQUISITIONS COMPANY and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist Supervisor

Letter Number: 507A00018263

RECEIVED  
07 MAR 26 AM 8:00  
FLORIDA DEPARTMENT OF CORPORATIONS



## **TUCKER ELLIS & WEST LLP**

ATTORNEYS AT LAW

1150 Huntington Bldg. 925 Euclid Avenue Cleveland, Ohio 44115-1414  
phone 216.592.5000 facsimile 216.592.5009 tuckerellis.com

CLEVELAND LOS ANGELES SAN FRANCISCO

Direct Dial: 216.696.5014  
Email: [shelley.burch@tuckerellis.com](mailto:shelley.burch@tuckerellis.com)

March 19, 2007

**VIA FEDEX**

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Chesterfield Acquisitions Company Merger  
Ref. Number M88080

Dear Sir or Madam:

In response to your Letter Number 507A00018263 requesting a copy of the Plan of Merger for Chesterfield Acquisitions Company, enclosed please find the original Articles of Merger with a copy of the Plan of Merger attached. Please file the original Articles of Merger and time stamp the enclosed copy of the Articles of Merger and mail it back to my attention in the enclosed, pre-paid envelope.

If you have any questions or concerns, please contact me at the above listed phone number.

Sincerely,

  
Shelley L. Burch  
Paralegal

SLB

*EFFECTIVE  
DATE  
3/31/07*

**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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CHESTERFIELD ACQUISITIONS COMPANY</u>	<u>Florida</u>	<u>M88080</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>TRANSITORY TRASH COMPANY</u>	<u>Ohio</u>	<u>371455</u>
<u>TRANSITORY BOX COMPANY</u>	<u>Florida</u>	<u>M88079</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 03 / 31 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 March 26 2007.

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 March 26 2007.

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)*

*07 MAR 21 AM 10:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

**Typed or Printed Name of Individual & Title**

**CHESTERFIELD ACQUISITIONS COMPANY**

Marillon Lacina

**Mariellen Facsina, Secretary and Treasurer**

## TRANSITORY TRASH COMPANY

Marille Lacoste

**Mariellen Facsina, Secretary and Treasurer**

## TRANSITORY BOX COMPANY

Marcellin Sacré

### Mariellen Facsina, Secretary and Treasurer

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 31<sup>st</sup> day of March, 2007, by and between TRANSITORY TRASH COMPANY, an Ohio corporation ("TTC"), and TRANSITORY BOX COMPANY, a Florida corporation ("TBC") (collectively, the "Merging Corporations") and CHESTERFIELD ACQUISITIONS COMPANY, a Florida corporation (the "Surviving Corporation"). The Merging Corporations and the Surviving Corporation are sometimes collectively referred to herein as the "Constituent Corporations".

### RECITALS

A. The Articles of Incorporation of TTC, as filed with the Secretary of State of Ohio on May 3, 1968, authorize the issuance of two hundred fifty (250) common shares without par value, of which one hundred (100) shares are now issued and outstanding. All of the issued and outstanding common shares of TTC are owned of record by Jack Weingold as Trustee under the Declaration of Trust dated 02/28/03.

B. The Articles of Incorporation of TBC, as filed with the Florida Department of State on July 1, 1988, authorize the issuance of one thousand (1,000) common shares with par value of one dollar (\$1.00) per share, of which ten (10) shares are now issued and outstanding. All of the issued and outstanding common shares of TBC are owned of record by Jack Weingold as Trustee under the Declaration of Trust dated 02/28/03.

C. The Articles of Incorporation of the Surviving Corporation, as filed with the Florida Department of State on June 29, 1988, authorize the issuance of one thousand (1,000) common shares with par value of one dollar (\$1.00) per share, of which one hundred twenty-five (125) shares are now issued and outstanding. All of the issued and outstanding common shares of the Surviving Corporation are owned of record by Jack Weingold as Trustee under the Declaration of Trust dated 02/28/03.

D. Each of the Merging Corporations desires to merge with and into the Surviving Corporation in accordance with the provisions of this Agreement.

E. The Boards of Directors and the shareholders of each of the Merging Corporations have approved this Agreement.

### PROVISIONS

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual covenants herein contained, the Merging Corporations agree to the terms and conditions of the Merger (as defined below) and the mode of carrying the same into effect as follows:

### ARTICLE I

#### Merger.

The Merging Corporations shall be merged into a single corporation in accordance with the applicable provisions of the Business Corporation Act of the State of Florida and, where applicable, the

General Corporation Law of the State of Ohio, by each of the Merging Corporations merging with and into the Surviving Corporation (the “Merger”).

## ARTICLE II

### Name and Principal Office of the Surviving Corporation.

The name of the surviving corporation shall continue to be CHESTERFIELD ACQUISITIONS COMPANY. The principal office of the Surviving Corporation in the state of Florida shall continue to be located at 3806 Coventry Lane, Boca Raton, Florida 33496.

## ARTICLE III

### Effective Date.

The effective date of the Merger shall be March 31, 2007 (the “Effective Date”).

## ARTICLE IV

### Effect of Merger.

Upon the Effective Date, the separate existence of each of the Merging Corporations shall cease, and the Surviving Corporation shall succeed, without further act or deed, to all of the rights, privileges, immunities, powers, authority, assets and property of each of the Merging Corporations of every description and wherever located, and shall be subject to all of the debts, obligations and liabilities of each of the Merging Corporations in the same manner as if the Surviving Corporation had itself incurred them.

## ARTICLE V

### Articles of Incorporation of the Surviving Corporation.

The Articles of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, unless and until subsequently amended.

## ARTICLE VI

### Code of Regulations of the Surviving Corporation.

The Code of Regulations of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Code of Regulations of the Surviving Corporation, unless and until subsequently amended or repealed.

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## ARTICLE VII

### Directors and Officers of the Surviving Corporation.

The Directors and Officers of the Surviving Corporation in office on the Effective Date of the Merger shall continue in office until their successors have been duly elected and qualified.

## ARTICLE VIII

### Statutory Agent of the Surviving Corporation.

The Statutory Agent of the Surviving Corporation on the Effective Date shall continue to be CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, upon whom any process, notice or demand required or permitted by statute to be served upon the Surviving Corporation may be served.

## ARTICLE IX

### Status of Outstanding Capital Stock.

On the Effective Date:

- (a) Each common share of the Surviving Corporation which is outstanding immediately prior to the Effective Date shall continue to be outstanding and shall not be modified or affected by the Merger.
- (b) Each common share of each of the Merging Corporations which is outstanding immediately prior to the Effective Date shall be canceled, and no shares of the Surviving Corporation shall be issued in exchange therefor.

## ARTICLE X

### Additional Obligations of Merging Corporations.

From time to time and at any time before or after the Effective Date, as and when requested by the Surviving Corporation, or by its successors or assigns, each of the Merging Corporations shall execute and deliver, or cause to be executed and delivered, such deeds or other instruments and shall take or cause to be taken such further or other action as the Surviving Corporation shall deem necessary or desirable in order to vest in, perfect in or confirm to the Surviving Corporation, title to and possession of any assets or property of either of the Merging Corporations acquired or to be acquired by reason of, or as a result of, the Merger, and otherwise to carry out the intent and purposes of this Agreement.

## ARTICLE XI

### Abandonment of Merger.

Anything herein or elsewhere contained to the contrary notwithstanding, this Agreement may, at any time prior to the filing of the Certificate of Merger with the Florida Department of State and the Ohio Secretary of State, be terminated and abandoned by the Boards of Directors of either of the Merging Corporations.

## ARTICLE XII

### Execution.

For the convenience of the Merging Corporations and for recording and filing purposes, this Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original hereof, and all of which, taken together, shall constitute one and the same instrument.

## ARTICLE XIII

### Rights of Dissenting Shareholders.

Any shareholder of either of the Merging Corporations that, except for the applicability of Section 607.1104 F.S., would otherwise be entitled to vote on the Merger, and that dissents from the Merger pursuant to Section 607.1320 F.S., may be entitled, if such shareholder complies with the provisions of Chapter 607 F.S. applicable to the rights of dissenting shareholders, to be paid the fair value of his, her or its shares.

## ARTICLE XIV

### Miscellaneous.

(a) Governing Law. The interpretation and construction of this Agreement, and all matters relating hereto, shall be governed by the laws of the State of Florida, without regard to the conflicts of law principles thereof.

(b) Captions. The Article and paragraph captions used herein are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

(c) Binding Effect. This Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.

(d) Severability. Each provision of this Agreement, and any portion thereof, shall be considered severable and if, for any reason, any provision of this Agreement shall be held invalid or unenforceable under any applicable present or future law, such invalidity or unenforceability shall attach only to such provision and shall not in any manner affect or render invalid or unenforceable any other provision of this Agreement. This Agreement shall be carried out as if such invalid or unenforceable provision was not contained herein and such other provisions of this Agreement as may remain otherwise

operable shall continue to be given full force and effect and to bind the parties hereto.

(e) Entire Agreement. This Agreement contains the entire understanding and agreement among the parties to this Agreement with respect to the subject matter contained herein. All negotiations among the parties concerning the subject matter hereof are merged into this Agreement, and there are no representations, warranties, covenants, understandings or agreements, oral or otherwise, in relation thereto among the parties, other than those incorporated in this Agreement.

(f) Amendments. No amendment of this Agreement shall be binding unless executed in a writing signed by all of the parties hereto and attached to this Agreement.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be executed by a duly authorized officer thereof as of the date first written above.

**MERGING CORPORATIONS:**

TRANSITORY TRASH COMPANY

By: Mariellen Facsina  
Mariellen Facsina, Secretary and Treasurer

**SURVIVING CORPORATION:**

CHESTERFIELD ACQUISITIONS COMPANY

By: Mariellen Facsina  
Mariellen Facsina, Secretary and Treasurer

TRANSITORY BOX COMPANY

By: Mariellen Facsina  
Mariellen Facsina, Secretary and Treasurer