

M98981

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

PARCEL R, INC.

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C S C 2009 10:52:48 AM PAGE 1/001

NO. 694 ^{erv}P. 1



April 30, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PARCEL R, INC.

SUBJECT: PARCEL R, INC.
REF: M98981

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct the document number for Parcel Z Construction Co., Inc., it should be P97000024560. Under the apotion of the merger please check only one statement for the surviving corporation and one statement for the merging corporations.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H09000107685
Letter Number: 509A00014572

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TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
submission date as file date.

P.O BOX 6327 - Tallahassee, Florida 32314

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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:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Parcel R, Inc.</u>	<u>Delaware</u>	<u>3192924</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Quality Development Inc.</u>	<u>Florida</u>	<u>M98981</u>
<u>Parcel Z Construction Co., Inc.</u>	<u>Florida</u>	<u>P97000024560</u>
<u>Parcel C-1 Development, Inc.</u>	<u>Florida</u>	<u>P94000049032</u>
<u>Parcel B-1 Development, Inc.</u>	<u>Florida</u>	<u>997865</u>
<u>Parcel T-U, Inc.</u>	<u>Florida</u>	<u>P03000061378</u>

* Additional Corporations that will merge into the surviving corporation attached hereto.

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 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 April 28, 2009.

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 April 28, 2009

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

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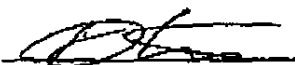

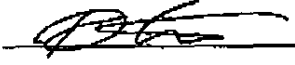
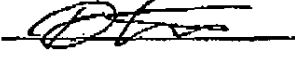
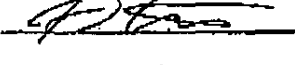
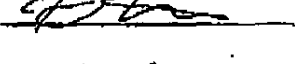



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Rider to Articles of Merger**Second: The name and jurisdiction of each merging corporation (continued):**

NAME	STATE OF INCORPORATION	Document Number (if known/applicable)
Parcel J-I Development, Inc.	Delaware	3184262
S.C. Bartlett Company	Illinois	10656362
Sunny Tops, Inc.	New York	N/A

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Parcel R, Inc.</u>		<u>Daisuke Eto - Director</u>
<u>Parcel J-I Development Inc.</u>		<u>Daisuke Eto - Director</u>
<u>Parcel Z Construction Co., Inc.</u>		<u>Daisuke Eto - Director</u>
<u>Parcel C-I Development, Inc.</u>		<u>Daisuke Eto - Director</u>
<u>Parcel B-I Development, Inc.</u>		<u>Daisuke Eto - Director</u>
<u>Parcel T-II, Inc.</u>		<u>Daisuke Eto - Director</u>
<u>Quality Development, Inc.</u>		<u>Daisuke Eto - Director</u>
<u>S.C. Bartlett Company</u>		<u>Toshitaka Kobayashi - Director</u>
<u>Sunny Tops, Inc.</u>		<u>Daisuke Eto - Director</u>
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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Parcel R, Inc.</u>	<u>Delaware</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Quality Development Inc.</u>	<u>Florida</u>
<u>Parcel L Construction Co., Inc.</u>	<u>Florida</u>
<u>Parcel C-1 Development, Inc.</u>	<u>Florida</u>
<u>Parcel B-1 Development, Inc.</u>	<u>Florida</u>
<u>Parcel T-11, Inc.</u>	<u>Florida</u>

* See attached rider which contains the names and jurisdictions of the other merging corporations

Third: The terms and conditions of the merger are as follows:

The bylaws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(Continued on the next page)

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

See "Fourth" description on the next page.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Revised articles are attached:

(Other provisions relating to the merger are as follows:

Third (continued from previous page): Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merging corporations shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merging corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merging corporations respectively. The merging corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merging corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merging corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the merging corporations or otherwise to take any and all such action.

Fourth (continued from previous page): Each share of common stock of the merged corporations which shall be outstanding on the effective date of this Agreement, and all rights in respect thereto shall forthwith be cancelled. Tomen America Inc., the sole shareholder of the merged corporations is also the sole shareholder of the surviving corporation.

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Rider to Plan of Merger

Second: The name and jurisdiction of each merging corporation (continued):

NAME	STATE OF INCORPORATION
Parcel J-I Development, Inc.	Delaware
S.C. Bartlett Company	Illinois
Sunny Tops, Inc.	New York