

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000013928

Flamg Mortgage, Inc

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ☒ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

FILED
MAR 31 4 11:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Corrected
merger

T LEWIS MAR 31 2000

Signature _____

Requested by: LS

3/29/00 10:23
Date Time

Name _____

Walk-In _____

Will Pick Up _____

RECEIVED
MAR 29 PM 12:13
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 29, 2000

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: FLAMG MORTGAGE, INC.
Ref. Number: P00000013928

We have received your document for FLAMG MORTGAGE, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE CORRECT THE SURVIVING CORPORATION NAME IN THE ARTICLES OF MERGER IT SHOULD BE FLAMG MORTGAGE, INC. INSTEAD OF FLAMG MORTGAGE COMPANY, INC., ON THE SECOND AND THIRD PAGE.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 800A00017244

corrected

RECEIVED
00 MAR 31 AM 10:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 21, 2000

BRUCE W. KEIHNER, ESQ.
411 SOUTH COUNTY ROAD
FIRST UNION BANK BUILDING, SUITE 200
PALM BEACH, FL 33480

SUBJECT: FLAMG MORTGAGE, INC.
Ref. Number: P00000013928

We have received your document for FLAMG MORTGAGE, INC. and check(s) totaling \$80.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 100A00015580

BRUCE W. KEIHNER, P.A.
ATTORNEY AT LAW

Admitted in
Florida and
New York

March 8, 2000

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Merger
for FLAMG Mortgage, Inc.
and Flamingo Financial Services, Inc.

500003165975--3
-03/10/00--01124--002
*****19.50 *****17.50

500003165975--3
-03/10/00--01124--001
****140.00 *****61.25

Dear Sirs,

Enclosed for filing, please find the original Articles of Merger together with an Agreement and Plan of Merger of FLAMG Mortgage, Inc. and Articles of Merger and a related Plan of Merger for Flamingo Financial Services, Inc. A check in the amount of \$140.00 with respect to the four [4] corporations is enclosed. Also enclosed is one duplicate set to be date stamped and filed with a self-addressed, stamped envelope and an additional check for a certified copy of each.

Thank you for your cooperation in this matter.

Very truly yours,



Bruce W. Keihner, Esq.

cc: Christopher Castoro
Gary Fioretti

ARTICLES OF MERGER
Merger Sheet

MERGING:

MG INVESTMENTS, INC., an Indiana corporation, F98000005268.

INTO

FLAMG MORTGAGE, INC., a Florida entity, P00000013928

File date: March 31, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. MG Investments, Inc.

Indiana

Corporation

1420 Kimber Lane

Evansville, Indiana 47715

Florida Document/Registration Number: N/A

FEI Number: 35-1892924

2. FLAMG Mortgage, Inc.

Florida

1420 Kimber Lane

Evansville, Indiana 47715

Florida Document/Registration Number: P00000013928

FEI Number: Applied For

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FLAMG Mortgage Inc. 1420 Kimber Lane Evansville, Indiana 47715	Florida	Corporation

Florida Document/Registration Number: P00000013928 FBI Number: Applied For

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

(Note: Please see instructions for required signatures.)

MG Investments, Inc.

Signature(s)

Typed or Printed Name of Individual

Gary Fioretti, President

Gary Fioretti, Secretary

FLAMG Mortgage

Inc.

Gary Fioretti, President

Gary Fioretti, Secretary

(Attach additional sheet(s) if necessary)

AGREEMENT AND PLAN OF MERGER dated as of March 1, 2000 between FLAMG Mortgage, Inc. ("FLAMG") and MG Investments, Inc. ("MGI"), to which Gary Fioretti and Michelle Fioretti ("GF and MF") are parties.

WHEREAS, FLAMG is a newly formed corporation organized and existing under Florida law, the authorized capital stock of which consists of 1,000 shares of Common Stock, par value .01 per share (the "FLAMG Common Stock"), of which 100 shares of which are validly authorized and issued and fully paid and non-assessable, and are 100% owed by GF and MF.

WHEREAS, MGI is a corporation organized and existing under Indiana law, the authorized capital stock of which consists of 1000 shares of Common Stock, no par value per share (the "MGI Common Stock"), all shares of which are validly authorized and issued and fully paid and non-assessable and are 100% owned by GF and MF.

WHEREAS, the Boards of Directors and both shareholders of FLAMG, and MGI have approved this Agreement and Plan of Merger (this "Merger Agreement") and authorized the execution hereof by resolutions duly adopted by a majority vote of the Boards of Directors of each, the two shareholders of MGI and FLAMG have unanimously approved the Merger of MGI with and into FLAMG (such merger being herein sometimes called the "Merger") on the terms and subject to the conditions set forth in this Merger Agreement.

NOW, THEREOF, in consideration of the premises and of the mutual agreements herein contained, the parties hereto do hereby agree as follows:

1. Merger. On the Effective Date [as hereinafter defined] MGI shall be merged into FLAMG, which shall be the receiving and surviving corporation, pursuant to and with the effect provided by Florida law, and FLAMG on such date shall merge MGI into itself. Upon consummation of the Merger, the principal office of FLAMG shall be 4600 W. Cypress Street, Tampa, FL 33607, State of Florida and it shall be a Florida Corporation.

2. Articles of Incorporation. The Articles of Incorporation and the By-Laws of FLAMG on the Effective Date shall be the Articles of Incorporation and By-Laws of FLAMG as the surviving Corporation which shall not be altered or amended and upon the consummation of the Merger the name of corporation shall remain "FLAMG Mortgage, Inc.

3. Rights and Obligations; Further Assurances. On the Effective Date:

(i) The separate existence of MGI shall cease and the corporate existence of FLAMG shall continue unaffected and unimpaired by the Merger and, as provided by the Florida law, FLAMG shall be considered the same business and corporate entity as MGI, and the merged entity shall be a domestic Florida Corporation.

(ii) All rights, powers, privileges and franchises, and all property, real, personal and mixed, and all debts due to MGI on whatever account, and all other things in action or belonging to MGI, shall vest in FLAMG by virtue of the Merger, without any deed or other transfer, and FLAMG, without any order or other action on the part of any court or otherwise, shall hold, enjoy and succeed to all property, rights, licenses, privileges,

powers and franchises, and all other interests and relationships, fiduciary or otherwise, as fully and to the same extent as if such property, rights powers, privileges, franchises and relationships had been originally acquired or entered into by FLAMG, and the title to any real estate vested by deed or otherwise in MGI shall not revert or be in any way impaired by reason of the Merger; and

(iii) FLAMG shall be subject to and shall be deemed to have assumed all debts, liabilities, obligations and duties of MGI, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of MGI, as fully as if such debts, liabilities, obligations and duties had originally been acquired, incurred or entered into by FLAMG, and all rights of creditors and all liens upon any property of MGI shall not be released or impaired by the Merger.

4. Capital of FLAMG. Upon consummation of the Merger the amount and number of shares of FLAMG Common Stock theretofore outstanding (100 shares) shall be increased by an amount and number of shares equal to the amount of shares of MGI Common Stock outstanding on the Effective Date (100 shares), with the effect that the capital and surplus of FLAMG as the surviving corporation shall be equal to the combined capital and surplus, respectively, of FLAMG and MGI prior to the Merger (totaling 200 shares of Common Stock).

5. Conversion and Exchange of Shares: The manner of converting and exchanging the shares of FLAMG shall be as follows: The Merger shall effect no change in any of the shares of FLAMG Common Stock outstanding on the Effective Date and each certificate evidencing ownership of such shares shall continue to

evidence ownership of the same number of shares of FLAMG Common Stock as the surviving corporation and the 100 additional shares of FLAMG Common Stock pursuant to Section 4 shall be issued immediately upon completion of the Merger.

6. Board of Directors. From and after the Effective Date, the Board of Directors of FLAMG shall consist of the following person, who shall hold office until the next annual meeting of the shareholders of FLAMG, unless sooner removed, disqualified or deceased, and until such time as their successors are elected and have qualified:

Gary Fioretti

7. Effective Date. The date on which the Merger shall become effective (the "Effective Date") shall be the date on which written notice that the Merger is effective is delivered to FLAMG by the State of Florida.

8. Amendment; Termination.

(a) This Merger Agreement may be amended by the written agreement of the parties at any time prior to the Effective Date without the approval of the shareholders of FLAMG or MGI with respect to any of its terms.

(b) This Merger Agreement may be terminated by the consent of the Board of Directors of FLAMG and MGI.

(c) This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

(d) This Merger Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, FLAMG, MGI and Gary Fioretti and Michelle Fioretti caused this Merger Agreement to be signed as of the day and year first above written.

[Seal]

ATTEST:

Melony York

[Seal]

ATTEST:

Melony York

FLAMG Mortgage, Inc.

By

Gary Fioretti
Gary Fioretti, Authorized Officer

MG Investments, Inc.

By

Gary Fioretti
Gary Fioretti, Authorized Officer

Unanimously consented to by the Directors
and the Shareholders of FLAMG Mortgage,
Inc. and MG Investments, Inc., who own
100% of the stock of both corporations

Gary Fioretti
Gary Fioretti, Director and 50%
Shareholder of FLAMG and MGI

Michelle Fioretti
Michelle Fioretti, Director and 50%
Shareholder of FLAMG and MGI