

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

400003165974--7  
-03/10/00--01124--001  
\*\*\*\*140.00 : \*\*\*\*\*78.75

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

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

FILED  
00 MAR 30 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merger*  
LEWIS MAR 30 2000

# CAPITAL CONNECTION, INC.

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

Flamingo Financial  
Services, Inc

Corrected

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

LS

3/30/00

10:36

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ 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 \_\_\_\_\_

RECEIVED  
00 MAR 30 PM 12:15  
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: FLAMINGO FINANCIAL SERVICES, INC.  
Ref. Number: P00000013942

We have received your document for FLAMINGO FINANCIAL SERVICES, 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):

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: 300A00015578

*Completed*

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PREMIER REALTY CORPORAITON, an Indiana corporation not qualified in  
Florida.

INTO

**FLAMINGO FINANCIAL SERVICES, INC.**, a Florida entity, P00000013942

File date: March 30, 2000

Corporate Specialist: Thelma Lewis

# **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 are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Flamingo Financial Services, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Premier Realty Corporation</u>	<u>Indiana</u>
_____	_____
_____	_____
_____	_____
_____	_____

FILED  
00 MAR 30 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, 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 March 1, 2000

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 1, 2000

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)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

Not applicable

OR

Restated articles are attached:

Not applicable

Other provisions relating to the merger are as follows:

The two shareholders of both Flamingo Financial Services, Inc. and Premier Realty Corporation Have unanimously consented to the Merger.”

See Agreement and Plan of Merger which is attached.

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Flamingo Financial Services, Inc.

Signature  
Mary A. Smith

Gary Fioretti, President & Secretary

Premier Realty Corporation

Mary A. Louth

Gary Fioretti, President & Secretary

AGREEMENT AND PLAN OF MERGER dated as of March 1, 2000 between Flamingo Financial Services, Inc. ("Flamingo") and Premier Realty Corporation ("PMCR"), to which Gary Fioretti and Michelle Fioretti ("GF and MF") are parties.

WHEREAS, Flamingo 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 "Flamingo Common Stock"), all shares of which are validly authorized and issued and fully paid and non-assessable, and are 100% owed by GF and MF.

WHEREAS, PMCR is a corporation organized and existing under Indiana law, the authorized capital stock of which consists of 1,000 shares of Common Stock, no par value per share (the "PMCR Common Stock"), of which 100 shares 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 Flamingo, and PMCR 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 PMCR have unanimously approved the Merger of PMCR with and into Flamingo (such Merger being herein sometimes called the "Merger") on the terms and subject to the conditions set forth in the Agreement and the related Stock Exchange 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) PMCR shall be merged into Flamingo, which shall be the receiving and surviving corporation, pursuant to and with the effect provided by Florida law, and Flamingo on such date shall merge PMCR into itself. Upon consummation of the Merger, the principal office of Flamingo shall be 4600 W. Cypress Street, Tampa, FL 33607, State of Florida.

2. Articles of Incorporation. The Articles of Incorporation and the By-Laws of Flamingo on the Effective Date shall be the Articles of Incorporation and By-Laws of Flamingo as the surviving Corporation which shall not be altered or amended by the Merger and the name of the Corporation shall remain Flamingo Financial Services, Inc.

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

(i) the separate existence of PMCR shall cease and the corporate existence of Flamingo shall continue un-affected and unimpaired by the Merger and , as provided by the Florida law, Flamingo shall be considered the same business and corporate entity as PMCR.

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

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 Flamingo , and the title to any real estate vested by deed or otherwise in PMCR shall not revert or be in any way impaired by reason of the Merger; and

(iii) Flamingo shall be subject to and shall be deemed to have assumed all debts, liabilities, obligations and duties of PMCR, 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 PMCR, as fully as if such debts, liabilities, obligations and duties had originally been acquired, incurred or entered into by Flamingo, and all rights of creditors and all liens upon any property of PMCR shall not be released or impaired by the Merger.

4. Capital of Flamingo. Upon consummation of the Merger the amount and number of shares of Flamingo Common Stock theretofore outstanding (100 shares) shall be increased by an amount and number of shares equal to the amount of shares of PMCR Common Stock outstanding on the Effective Date (100 shares), with the effect that the capital and surplus of Flamingo as the surviving corporation shall be equal to the combined capital and surplus, respectively, of Flamingo and PMCR 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 Flamingo shall be as follows: The Merger shall effect no

change in any of the shares of Flamingo 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 Flamingo Common Stock as the surviving corporation and the 100 additional shares of Flamingo 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 Flamingo shall consist of the following person, who shall hold office until the next annual meeting of the shareholders of Flamingo, 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 Flamingo 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 Flamingo or PMCR with respect to any of its terms.

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

[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, Flamingo, PMCR and GF and MF caused this Merger Agreement to be signed as of the day and year first above written.

[Seal]

ATTEST:

Melony York

[Seal]

ATTEST:

Melony York

Flamingo Financial Services, Inc.

By

Gary Fioretti  
Gary Fioretti, Authorized Officer

Premier Realty, Inc.

By

Gary Fioretti  
Gary Fioretti, Authorized Officer

Unanimously consented to by the Directors and the Shareholders of Flamingo Financial Services, Inc. and Premier Realty, Inc. who own 100% of the stock of both corporations.

Gary Fioretti  
Gary Fioretti, Director and 50% Shareholder of Flamingo Financial Services, Inc. and Premier Realty, Inc.

Michelle Fioretti  
Michelle Fioretti, Director and 50% Shareholder of Flamingo Financial Services, Inc. and Premier Realty, Inc.