

PO0000025815

(Requestor's Name)

ZELLER & ASSOCIATES, L.L.C.
222 Lakeview Avenue, Suite 260
West Palm Beach, FL 33401

(Address)

(City/State/Zip/Phone #)

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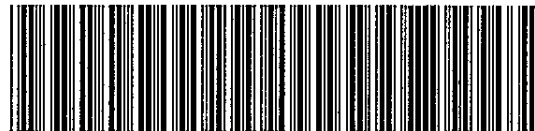
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TALLAHASSEE, FL 32310

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ZELLER & ASSOCIATES, L.L.C.

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September 2, 2003

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Merger of PVW, Inc., and Industrial America, Inc., for filing. Also enclosed please find our check in the amount of \$70.00, for filing fees for the following:

- | | | |
|----|--------------------------------------|---------|
| 1. | Filing Fee- PVW, Inc. | \$35.00 |
| 2. | Filing Fee- Industrial America, Inc. | \$35.00 |

Please return the date stamped copy to us.

If you should have any questions, please contact me at the above referenced number.

Very truly yours,



Ronald J. Zeller, Esq.

RJZ:stz

w/Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
PVW, INC.
AND
INDUSTRIAL AMERICA, INC.

Pursuant to the provisions of Florida Statutes, Sections 607.1105 and 607.1107, these Articles of Merger provide that:

1. INDUSTRIAL AMERICA, INC., a Delaware corporation, shall be merged with, and into PVW, Inc., a Florida corporation .
2. The merger shall have an effective date of September 1, 2003.
3. The Agreement and Plan of Merger dated July 1, 2003, pursuant to which INDUSTRIAL AMERICA, INC., shall be merged with and into PVW, INC., was adopted unanimously by the shareholders of INDUSTRIAL AMERICA, INC., by written consent dated July 31, 2003, and unanimously by the shareholders of PVW, INC., by written consent dated July 31, 2003.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporations by their authorized officers as of August 13, 2003.

INDUSTRIAL AMERICA, INC.

By: Michael F. Page

Title: Pres.

Attest: Joan R. Page, Sec

PVW, INC.

By: Michael F. Page

Title: Pres.

Attest: Joan A. Page Sec

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of August, 2003, by Michael F. Page, as President, and Joan R. Page, as Secretary, respectively, of INDUSTRIAL AMERICA, INC., on behalf of the corporation, and who are personally known to me, and did take an oath that the same was executed by them for the purposes therein set forth.

NOTARY PUBLIC



Suzanne Therese Zeller

MY COMMISSION EXPIRES: 9/9/05

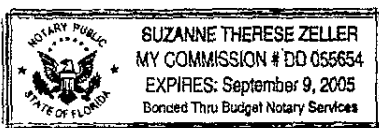
ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of August, 2003, by Michael F. Page, as President, and Joan R. Page, as Secretary, respectively, of PVW, INC., on behalf of the corporation, and who are personally known to me, and did take an oath that the same was executed by them for the purposes therein set forth.

NOTARY PUBLIC



Suzanne Therese Zeller

MY COMMISSION EXPIRES: 9/9/2005

EXECUTED COPY

PLAN OF MERGER

PLAN OF MERGER between PVW, Inc., the "Surviving Corporation", and, Industrial America, Inc. the "Disappearing Corporation" (collectively, the "Constituent Corporations". This Merger is being effected pursuant to this Plan of Merger (hereinafter referred to as the "Plan").

1. The Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation, from and after the effective date until further amended from time to time as permitted by law.
2. Upon the effective date each share of Disappearing Corporation's common stock that is issued and outstanding at that date shall be converted into, and exchanged, for 500 shares of PVW, Inc., in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the effective date shall continue as outstanding shares of Surviving Corporation's stock.
3. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. On the effective date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to restrictions, liabilities, disabilities, and duties thereof.
5. In the event Surviving Corporation shall determine subsequent to the effective date that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances, and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.
6. Upon the Closing of this Plan, Surviving Corporation and Disappearing Corporation shall cause their respective officers to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon such Articles of Merger shall be filed with all appropriate governmental authorities having jurisdiction over the parties. The Articles of Merger shall specify the "Effective Date", which shall be as specified herein or the filing date thereof, whichever is earlier unless otherwise dictated by law.

7. Any of the terms and conditions of this Plan may be waived at any time by any one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or part at any time prior to a vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner, or at any time thereafter subject to such changes being in accordance with applicable law.

8. At any time prior to the effective date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

PVW, INC.

By: Michael F. Page

Title: Pres.

Attest: Joan R. Page, Sec.

INDUSTRIAL AMERICA, INC.

By: Michael F. Page

Title: Pres.

Attest: Joan R. Page, Sec.