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TALLAHASSEE, FLORIDA

G. Goulette MAR 08 2004

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February 27, 2004

FEDERAL EXPRESS

Florida Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

RE: TSC Holdings Group, Inc.

Dear Sir or Madam:

Enclosed are the following documents:

1. Transmittal Letter.
2. Articles of Share Exchange with attached Plan of Share Exchange.
3. Our firm check in the amount of \$87.50 to cover the costs of filing, certified copy and certificate of status.

Also enclosed is a postage paid, addressed envelope for your use in returning the certificate of status and a certified copy of the Articles of Share Exchange.

Thank you for your assistance. Please contact me if there are any questions.

Sincerely,



William A. Stetson
WAS/kk

Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TSC HOLDINGS GROUP, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William A. Stetson
(Name of person)

Fox, Wackeen, Dungey, Sweet, Beard, Sobel & McCluskey, LLP
(Name of firm/company)

1100 South Federal Highway
(Address)

Stuart, FL 34994
(City/state and zip code)

For further information concerning this matter, please call:

William A. Stetson at (772) 287-4444
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF SHARE EXCHANGE

The following articles of share exchange are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105 of the Florida Statutes.

First: The name and jurisdiction of the acquiring corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TSC Holdings Group, Inc.	Florida	P00000055289

Second: The name and jurisdiction of the acquired corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Marine Resources, Inc.	Florida	P98000093816


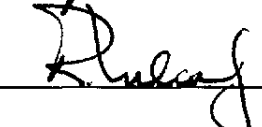
Third: The Plan and Agreement of Reorganization is attached.

Fourth: The share exchange shall become effective on March 1, 2004.

Fifth: The Plan and Agreement of Reorganization was adopted by the Board of Directors and the shareholders of TSC Holdings Group, Inc. on February 27, 2004.

Sixth: The Plan and Agreement of Reorganization was adopted by the Board of Directors and the shareholders of Marine Resources, Inc. on February 27, 2004.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title</u>
TSC Holdings Group, Inc.		Kevin C. Peterson President
Marine Resources, Inc.		Robert Mulcahy President

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TALLAHASSEE, FLORIDA

SECOND PLAN AND AGREEMENT OF REORGANIZATION

This Second Plan and Agreement of Reorganization between TSC Holdings Group, Inc., a Florida corporation, having its principal place of business at 7897 Jack James Drive, Suite A, Stuart, Florida, 34997, hereinafter referred to as the "Acquirer", Technology Systems Corporation, a Florida corporation, having its principal place of business at 7897 Jack James Drive, Suite A, Stuart, Florida, 34997, hereinafter referred to as the "Shareholder", and Marine Resources, Inc., a Florida corporation, having its principal place of business at 7897 Jack James Drive, Suite A, Stuart, Florida, 34997, hereinafter referred to as the "Corporation".

RECITALS

1. All of the Corporation's issued and outstanding shares of stock are owned by the Shareholder.
2. All of the Shareholder's issued and outstanding shares of stock are owned by the Acquirer.
3. The Corporation has been continuously engaged for more than five years in the active conduct of a business.
4. The Acquirer, the Shareholder, and the Corporation deem it advisable that the Corporation be owned by the Acquirer, because competitors of the Corporation advertise in and conduct business with the Shareholder, and to conform with the original business plan of all the parties to this agreement, which would allow each corporation to pursue objectives appropriate to each of the respective businesses.

PLAN OF REORGANIZATION

This Plan of Reorganization shall be a tax free transfer of shares of the Corporation within the meaning of Section 355(a)(1) of the Internal Revenue Code, as amended. The Acquirer will acquire from the Shareholders all of the issued and outstanding shares of the Corporation.

AGREEMENT

To consummate the plan of reorganization, the parties, in consideration of the mutual agreements and on the basis of the representations and warranties set forth in this Agreement, agree as follows:

ARTICLE 1

TRANSFER OF CORPORATION'S SHARES

Subject to the terms and conditions of this Agreement, the Shareholder will assign, transfer, and deliver to the Purchaser, at the Closing on the Closing Date, all certificates for shares of the Corporation duly endorsed in blank, without consideration.

ARTICLE 2

CLOSING

The time of the delivery by Shareholder of its shares of the Corporation, as provided in Article 1 of this Agreement is referred to in this Agreement as the Closing Date, and the acts of delivery are considered conditions of closing and are sometimes referred to in this Agreement as the Closing. The Closing Date under this Agreement shall be that date determined by the Shareholders and the Purchaser, but in no event shall the Closing Date occur later than February 29, 2004. The Closing shall be held at the offices of Fox, Wackeen, Dungey, Sweet, Beard, Sobel & McCluskey, LLP, 1100 South Federal Highway, Stuart, Florida 34994, at 10:00 a.m., on the Closing Date, unless either another time or place is mutually agreed upon by the Shareholders and the Purchaser.

INTEGRATED AGREEMENT

This Agreement constitutes the entire agreement among the parties, and there are no agreements, understandings, restrictions, warranties, or representations among the parties other than those set forth or provided for in this agreement.

EFFECTIVE DATE

The effective date of the reorganization and share exchange provided in this Plan of Reorganization shall be March 1, 2004.

IN WITNESS WHEREOF, the parties have executed this Plan and Agreement of Reorganization on this 27 day of February, 2004.


ACQUIRER

TSC Holdings Group, Inc.


By: Kevin C. Peterson, President

SHAREHOLDER

Technology Systems Corporation


By: Dan G. White, President

CORPORATION

Marine Resources, Inc.


By: Robert Mulcahy, President