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SECRETARY OF STATE ALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section Division of Corporati	ions				
SUBJECT: Yallaly Company					
-	(Name of Surviving Corporation)				
The enclosed Articles of Merger and fee are submitted for filing.					
Please return all correspondence concerning this matter to following:					
Jeanette M. Yallaly					
(Contact Person	1)				
Yallaly Company					
(Firm/Compan	ny)				
3828 Opal Circle					
(Address)					
Saint Cloud, FL 34772					
(City/State and Zip) Code)				
For further information conce	erning this matter, please call:				
Jeanette M. Yallaly	At (407) 319-6230				
(Name of Contac					
Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)					
STREET ADDRESS					
Amendment Section	Amendment Section				
Division of Corporation	•				
Clifton Building	P.O. Box 6327				
2661 Executive Cente	- · · · · · · · · · · · · · · · · · · ·				
Tallahassee, Florida 3	2301				

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 <u>surviving</u> corporation:

Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)	
Yallaly Company	Florida	P00000078368	
Second: The name and jurisdiction of each	ch merging corporation:		
Name	Jurisdiction	Document Number (If known/ applicable)	
Yallaly Corporation	Missouri	00157559	
		. S 2	
Third: The Plan of Merger is attached. Fourth: The merger shall become effecti Department of State.	ive on the date the Articles of M	The state of the s	
	s after merger file date.) corporation - (COMPLETE ONI		;
The Plan of Merger was adopted by the beautiful and sharehold	oard of directors of the survivin ler approval was not required.	ng corporation on	
Sixth: Adoption of Merger by merging of The Plan of Merger was adopted by the sh			
The Plan of Merger was adopted by the beand sharehold	oard of directors of the merging ler approval was not required.	; corporation(s) on	

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Yallaly Company	Jeanette M. Yallal	Jeanette M. Yallaly, Vice President
Yallaly Corporation	James G. Yullaly	James G. Yallaly, President
		

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	Jurisdiction
Yallaly Company	Florida
The name and jurisdiction of each <u>subsidiary</u> corporation:	·
Name	Jurisdiction
Yallaly Corporation	Missouri

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

All assets of the wholly owned subsidiary, Yallaly Corporation, shall be converted to cash and transferred to the parent corporation, Yallaly Company.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A