

P00000083964

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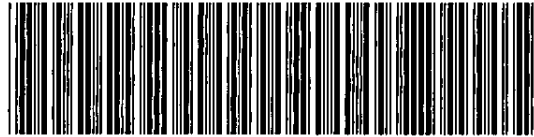
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2008 OCT -8 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
Tlews
10-10-08



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 23, 2008

CAROL-ANNE HALLAM, CLA
SCOTT, BARKER & NUSSBAUM, P.A.
334 EAST DUVAL STREET
JACKSONVILLE, FL 32202

SUBJECT: F M X, INC.
Ref. Number: P00000083964

We have received your document for F M X, 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 current name of the entity is as referenced above. Please correct your document accordingly.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 508A00051140

for refiling - thank you!
10/6/08

SLOTT, BARKER & NUSSBAUM

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

334 EAST DUVAL STREET
JACKSONVILLE, FLORIDA 32202
TELEPHONE (904) 353-0033
TELECOPIER (904) 355-4148

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HOLLYN J. FOSTER
E-mail: hollynf@bellsouth.net

September 8, 2008

* CERTIFIED CIRCUIT CIVIL MEDIATOR
** BOARD CERTIFIED REAL ESTATE LAWYER

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

Re: Merger of Florida Cross Docking, Inc. (Document No. P05000101722)
Into F M X, Inc. (Document No. P00000083964)

Ladies and Gentlemen:

Enclosed for filing are original and copy of Articles of Merger of Florida Cross Docking, Inc., which merges into F M X, Inc.

Also enclosed is our check, payable to Florida Department of State, in the amount of \$78.75, to cover the fee for the Articles and a certified copy of same.

Please return the certified copy of the filed Articles of Merger to our office at the address above. If you need anything further, please contact our office.

Very truly yours,



Carol-Anne Hallam, CLA
Certified Legal Assistant

:cah
Enclosures

FILED
2008 OCT -8 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
FLORIDA CROSS DOCKING, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Florida Cross Docking, Inc., into F M X, Inc.:

1. The names of the corporations which are parties to the within merger are Florida Cross Docking, Inc., a Florida corporation and F M X, Inc., a Florida corporation, and F M X, Inc. is the surviving corporation.

2. On August 20, 2008, the following Plan of Merger was approved by the Shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act:

The Plan of Merger is attached hereto as **Exhibit A** and made a part hereof.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Outstanding	Designation of Class	Total Number of Shares Entitled to Vote
F M X, Inc.	500	Common	500
Florida Cross Docking, Inc.	100	Common	100

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Common Class Voted For	Common Class Voted Against
F M X, Inc.	500	0	500	0
Florida Cross Docking, Inc.	100	0	100	0

Dated: August 29, 2008

F M X, INC., a Florida corporation

Attest:

By: Helen E. Venson

Its: Secretary

By: Helen E. Venson

Helen E. Venson

Its: President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1st day of October, 2008 by Helen E. Venson, the President of F M X, Inc., a Florida corporation,

[Check One]

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☐

who is personally known to me or

who produced _____ as

identification,

and who did not take an oath on behalf of the corporation.

(Seal)

HOLLY HUDSON
Notary Public, State of Florida
My comm. exp. Nov. 20, 2009
Comm. No. DD 492330

Sign Name: Holly Hudson

Print Name: Holly Hudson

Notary Public, State of Florida

My commission expires: Nov 20, 2009

FLORIDA CROSS DOCKING, INC., a

Florida corporation

Attest:

By: Helen E. Venson

Its: Secretary

By: Helen E. Venson

Helen E. Venson

Its: President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day
of October, 2008 by Helen E. Venson, the President of Florida
Cross Docking, Inc., a Florida corporation,

[Check One]

☒
☐

who is personally known to me or

who produced _____ as

identification,

and who did not take an oath on behalf of the
corporation.

(Seal)

HOLLY HUDSON
Notary Public, State of Florida
My comm. exp. Nov. 20, 2009
Comm. No. DD 492330

Sign Name:

Holly Hudson

Print Name:

Holly Hudson

Notary Public, State of Florida

My commission expires:

PLAN OF MERGER

Plan of Merger dated the 29th day of August, 2008, between F M X, Inc., a Florida corporation, referred to as "F M X, Inc.", and Florida Cross Docking, Inc., a Florida corporation, referred to as the "Florida Cross Docking, Inc."

STIPULATIONS

A. F M X, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2175 Commonwealth Ave., Suite 113, Jacksonville, Florida, 32209.

B. F M X, Inc. has a capitalization of 10,000 shares of \$1.00 par value common stock, of which 500 shares are issued and outstanding.

C. Florida Cross Docking, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 2175 Commonwealth Ave., Jacksonville, Florida, 32209.

D. Florida Cross Docking, Inc. has a capitalization of 10,000 authorized shares of \$1.00 par value common stock of which 100 shares are issued and outstanding.

E. The boards of directors of the aforesaid constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Florida Cross Docking, Inc. be merged into F M X, Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the aforesaid stipulations and the following mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. Florida Cross Docking, Inc., sometimes referred to as the "absorbed corporation", shall merge with and into F M X, Inc., which shall be, and sometimes referred to as, the "surviving corporation".

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 par value common stock of Florida Cross Docking, Inc. issued and outstanding on the effective date of the merger shall be converted into one-hundredth (1/100) of a share of the \$1.00 par value common stock of F M X, Inc., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the

manner provided by the applicable laws of the State of Florida at meetings to be held on or before August 25, 2008, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before August 25, 2008.

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument. Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

F M X, INC., a Florida corporation

Attest:

By: 

Its: Secretary

By: 

Helen E. Venson

Its: President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1st day of October, 2008 by Helen E. Venson, the President of F M X, Inc., a Florida corporation,

[Check One]

☒
☐

who is personally known to me or

who produced _____ as

identification,

and who did not take an oath on behalf of the corporation.

(Seal)
HOLLY HUDSON
Notary Public, State of Florida
My comm. exp. Nov. 20, 2009
Comm. No. DD 492330

Sign Name: Holly Hudson
Print Name: Holly Hudson
Notary Public, State of Florida
My commission expires: Nov, 20, 2009

FLORIDA CROSS DOCKING, INC., a
Florida corporation

Attest:

By: Helen E. Venson

Its: Secretary

By: Helen E. Venson

Helen E. Venson

Its: President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1st day
of October, 2008 by Helen E. Venson, the President of Florida Cross
Docking, Inc., a Florida corporation,

[Check One] ☒ who is personally known to me or
☐ who produced _____ as
identification,

and who did not take an oath on behalf of the
corporation.

(Seal)
HOLLY HUDSON
Notary Public, State of Florida
My comm. exp. Nov. 20, 2009
Comm. No. DD 492330

Sign Name: Holly Hudson
Print Name: Holly Hudson
Notary Public, State of Florida
My commission expires: Nov 20, 2009