

P000000090882

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Roberts DEC 17 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** StaffordUSA, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Leslie S. "Les" Coggins  
Contact Person

StaffordUSA, Inc.  
Firm/Company

PO Box 1300  
Address

DeLand, FL 32721-1300  
City/State and Zip Code

staffordusa@earthlink.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Les Coggins At ( 386 ) 734-7356  
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
12-1-10

## 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 surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>StaffordUSA, Inc.</u>	<u>Florida</u>	<u>P00000090882</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Florida Electric Works, Inc.</u>	<u>Florida</u>	<u>J00588</u>
<u>Stafford Technology Group of Florida, Inc</u>	<u>Florida</u>	<u>545251</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** 1 / 1 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 9/28/2010.

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 9/28/2010.

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)

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TALLAHASSEE, FLORIDA

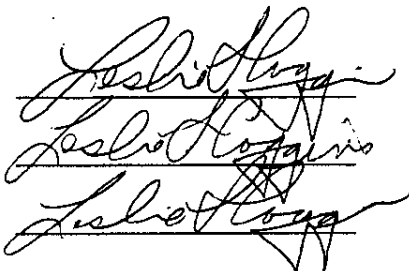
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

StaffordUSA, Inc.  
Florida Electric  
Works, Inc.

Three handwritten signatures of Leslie S. Coggins, each written over a horizontal line in the signature column.

Leslie S. Coggins, President

Leslie S. Coggins, President

Stafford Technology  
Group of FL, Inc.

Leslie S. Coggins, President

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## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>StaffordUSA, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Florida Electric Works, Inc.</u>	<u>Florida</u>
<u>Stafford Technology Group of Florida, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The terms and conditions of the merger are as follows:

All assets and liabilities of the merging corporations shall be assumed in full by the surviving corporation on the effective date of this merger.

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

All shares of merging corporations shall be surrendered to the surviving corporation. *(Attach additional sheets if necessary)* Shares of the surviving corporation shall be issued at a value to be determined by the Board of Directors after analysis of final asset and liabilities on 12/31/2010.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

N/A

OR

Restated articles are attached: N/A

Other provisions relating to the merger are as follows: None