

P00000112034

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED  
DEC 19 PM 12:38  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Ted Cirillo, Inc. (Corporation Name) P00-112034 (Document #)  
Merger
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☒ Walk in

☒ Pick up time 12/19

☒ Certified Copy

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-12/19/00-01042-006

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status \$78.75 \*\*\*\*\*78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

DR

12/19/00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TJC ENTERPRISES, INC., a New York corporation not authorized to transact  
business in Florida

INTO

**TED CIRILLO, INC.**, a Florida entity, P00000112034

File date: December 19, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FILED  
00 DEC 19 PM 12:38  
TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

FIRST: The name and jurisdiction of the surviving corporation:

<u>NAME</u>	<u>Jurisdiction</u>
Ted Cirillo, Inc.	Florida

SECOND: The name and jurisdiction of the merging corporation:

<u>NAME</u>	<u>Jurisdiction</u>
TJC Enterprises, Inc.	New York

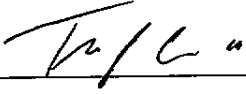
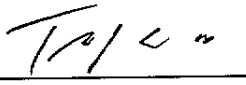
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on January 1, 2001.

FIFTH: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on December 1, 2000.

SIXTH: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on December 13, 2000.

SEVENTH: Signatures of each corporation.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Ted Cirillo, Inc.		Theodore J. Cirillo, III, President
TJC Enterprises, Inc.		Theodore J. Cirillo, III, President

## PLAN OF MERGER

The following plan of merger is submitted in compliance with Florida and New York Law.

FIRST: The name and jurisdiction of the Surviving Corporation:

<u>NAME</u>	<u>Jurisdiction</u>
Ted Cirillo, Inc.	Florida

SECOND: The name and jurisdiction of the merging corporation:

<u>NAME</u>	<u>Jurisdiction</u>
TJC Enterprises, Inc.	New York

THIRD: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Number of Shares in Each Class or Series Outstanding</u>	<u>Class or Series of Entitled to Vote</u>	<u>Shares Entitled to Vote as a Class or Series</u>
Ted Cirillo, Inc.	100 shares of 1 cent par value	Each share entitles the holder thereof to one vote per share	None

<u>Name of Corporation</u>	<u>Number of Shares in Each Class or Series Outstanding</u>	<u>Class or Series of Entitled to Vote</u>	<u>Shares Entitled to Vote as a Class or Series</u>
TJC Enterprise, Inc.	101 shares of common stock, no par value	Each share entitles the holder thereof to one vote per share	None

FOURTH: The terms and conditions of the merger are as follows:

TJC Enterprises, Inc. is being merged into Ted Cirillo, Inc. to enable the corporation to change its state of incorporation.

The merger shall become effective on January 1, 2001 (the "Effective Time").

FIFTH: 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:

Each share of TJC Enterprises, Inc., outstanding on the Effective Time of the merger and all rights in respect thereto shall, forthwith upon such Effective Time, be converted into, and become exchanged for one share of the Surviving Corporation, and each holder of the shares of TJC Enterprises, Inc. shall thereafter be entitled, upon presentation for surrender to the Surviving Corporation or its agent, of the certificate or certificates representing such shares, to receive in exchange therefor a certificate or certificates representing the shares of fully-paid and non-assessable shares of the Surviving Corporation to which such holder shall be entitled upon the aforesaid basis of conversion and exchange. The issued and outstanding shares of Ted Cirillo, Inc. prior to the merger shall remain issued and outstanding.