

# P01000089167

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## MERGER OR SHARE EXCHANGE

### HOLLIS ENTERPRISES OF ORLANDO, INC.

Certificate of Status	1
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August 13, 2004

HOLLIS ENTERPRISES OF ORLANDO, INC.  
805 S. ORLANDO AVENUE  
SUITE G  
WINTER PARK, FL 32789

SUBJECT: HOLLIS ENTERPRISES OF ORLANDO, INC.  
REF: P01000089167

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

OUR RECORDS REFLECT THE DATE OF INCORPORATION FOR Hollis Enterprises of Orlando, Inc. BEING SEPTEMBER 11. 2001. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.....

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) 245-6906.

Darlene Connell  
Document Specialist

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Letter Number: 004A00050214

**JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP**  
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Telephone: (727) 461-1818  
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DIVISION OF CORPORATIONS

**To:** Division of Corporations  
**Company:** Florida Department of State  
**Phone:** 850-245-6050  
**Fax:** 850-205-0380

**From:** Dolorene Sackman  
**Client Name:** Hollis Enterprises of Florida, Inc.  
**Client/Matter Number:** 108736

**Date:** August 16, 2004

**Pages including this  
cover page:** 11

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**Comments:** Per my telephone conversation today with the Division of Corporations, I understand that this filing was rejected due to misstating the date of incorporation. I have corrected the date from September 10 to September 11, 2001. Because we did not receive the rejection letter, we ask that you please file this document with the August 12, 2004 date. Thank you for your assistance in this matter.  
Dolorene Sackman, Legal Assistant.

AMOUNT: \$ \_\_\_\_\_

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04 AUG 12 PM 4: 56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA  
ARTICLES OF MERGER  
OF  
HOLLIS ENTERPRISES, INC., an Oregon corporation  
INTO  
HOLLIS ENTERPRISES OF ORLANDO, INC., a Florida corporation**

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger:

**FIRST:** The Agreement and Plan of Merger was approved and adopted by the directors and shareholders of HOLLIS ENTERPRISES OF ORLANDO, INC., a Florida corporation (the "Surviving Corporation") on September 10, 2001, in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was approved and adopted by the directors and shareholders of HOLLIS ENTERPRISES, INC., on September 10, 2001 in accordance with the laws of the State of Oregon.

**SECOND:** The effective date of these Articles of Merger shall be 5:00pm, September 10, 2001, ("Effective Date"). On the Effective Date, the following actions will occur:

a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of such corporation.

b. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law. A new Registered Agent has been designated, pursuant to the attached Certificate hereto.

c. The currently issued and outstanding 10,000 shares of common stock of the Surviving Corporation owned by Doug Hollis and Glenna Hollis, the sole stockholders of Surviving Corporation prior to the Merger, shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.

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d. Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

These Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes.

Signed this 9 day of August, 2004.

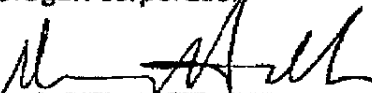
**SURVIVING CORPORATION:**

HOLLIS ENTERPRISES OF ORLANDO, INC.,  
a Florida corporation

By:   
Doug Hollis, President

**MERGING CORPORATION:**

HOLLIS ENTERPRISES, INC.,  
an Oregon corporation

By:   
Doug Hollis, President

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 11<sup>th</sup> day of September, 2001, and shall be effective as of September 10<sup>th</sup>, 2001, by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

**I - SURVIVING CORPORATION**

HOLLIS ENTERPRISES OF ORLANDO, INC., a Florida corporation (the "Surviving Corporation").

Date of incorporation: September 10, 2001

**II - MERGED CORPORATION**

HOLLIS ENTERPRISES, INC., an Oregon corporation ("Merged Corporation").

Date of incorporation: June 15, 1998

**WITNESSETH:**

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Oregon. Its respective date of incorporation is described above;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Merged Corporation and the Surviving Corporation are owned by the same shareholders.

WHEREAS, the Merged Corporation desires to change its state of incorporation to the State of Florida and desires to accomplish this by merging into the Surviving;

WHEREAS, the respective Boards of Directors and Stockholders of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

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WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors and Stockholders of the Merged Corporation as prescribed by the laws of the State of Oregon;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the entire outstanding capital stock of the Merged Corporation and the Surviving Corporation is held as follows:

<u>Name of Corporation</u>	<u>Stockholders</u>	<u>Shares Held</u>
HOLLIS ENTERPRISES OF ORLANDO, INC., a Florida corporation	Doug Hollis	6,000
	Glenna Hollis	4,000
HOLLIS ENTERPRISES, INC., an Oregon corporation	Doug Hollis	6,000
	Glenna Hollis	4,000

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, and in accordance with the laws of the State of Oregon that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merged Corporation and the Surviving Corporation shall be as hereinafter set forth.

#### ARTICLE I CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all

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debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

#### ARTICLE II

#### CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be HOLLIS ENTERPRISES, INC. The Certificate of Incorporation of the Surviving Corporation as amended herein, shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

#### ARTICLE III

#### BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

#### ARTICLE IV

#### OFFICERS AND DIRECTORS OF SURVIVING CORPORATION

The Officers and Directors of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

Directors: Doug Hollis and Glenna Hollis

Officer        s:     Doug Hollis             President

                         Glenna Hollis             Vice President/Secretary/Treasurer



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ARTICLE V  
MANNER OF CONVERTING SHARES

The manner of converting the stock of the Merged Corporation and the Surviving Corporation upon the Merger becoming effective shall be as follows:

A. Each share of common stock of the Merged Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be canceled.

B. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merged Corporation and the Surviving Corporation.

ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT  
OF SURVIVING CORPORATION

The registered office and registered agent of the Surviving Corporation set forth in the Surviving Corporation's Articles of Incorporation are hereby amended as follows:

Michael G. Little

911 Chestnut Street  
Clearwater, Florida 33756

ARTICLE VII  
APPROVAL OF MERGER BY SHAREHOLDERS AND DIRECTORS OF  
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the shareholders and directors of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on September 10, 2001, and shall be effective as of September 10, 2001.

ARTICLE VIII  
APPROVAL OF MERGER BY STOCKHOLDERS AND DIRECTORS OF  
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and directors of the Merged Corporation, as provided by Chapter 607 of the laws of the State of Oregon, on September 10, 2001, and shall be effective as of September 10, 2001.

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**ARTICLE IX**  
**EFFECTIVE DATE OF MERGER**

This Merger shall become effective as of September 10, 2001, for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

**SURVIVING CORPORATION:**

WITNESSES:

HOLLIS ENTERPRISES OF ORLANDO,  
INC., a Florida corporation

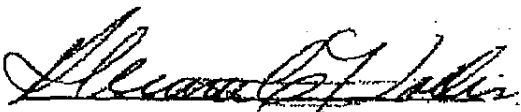


By: 

Doug Hollis, President

**MERGED CORPORATION:**

HOLLIS ENTERPRISES, INC.,  
an Oregon corporation



By: 

Doug Hollis, President

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, the Surviving Corporation, HOLLIS ENTERPRISES OF ORLANDO, INC., a Florida corporation, hereby designates Michael G. Little, located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



MICHAEL G. LITTLE

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