

P01000112112

Attn: Bobbie

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000208012 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

FILED  
02 OCT -4 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

02 OCT -4 PM 1:51

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE  
FLORIDA FABRICARE CLEANERS & LAUNDRY INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Merger  
CCRS  
10-4

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FABRICARE CLEANERS AND LAUNDRY, INC., a Florida corporation,  
document number 531708

INTO

**FLORIDA FABRICARE CLEANERS & LAUNDRY INC.,** a Florida entity,  
P01000112112

File date: October 4, 2002

Corporate Specialist: Karen Gibson

H02000208012

02 OCT -4 PM 3:09  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**AGREEMENT AND ARTICLES OF MERGER**

**THIS AGREEMENT** is made and entered into this 3<sup>rd</sup> day of October, 2002, by and between **FABRICARE CLEANERS AND LAUNDRY, INC.**, a Florida corporation ("FCL") and **FLORIDA FABRICARE CLEANERS & LAUNDRY, INC.**, a Florida corporation ("Florida"), and constitutes the Articles of Merger for the merger of such corporations in accordance with Section 607.1105, Florida Statutes.

**WITNESSETH:**

**WHEREAS**, the Board of Directors of FCL and Florida (collectively, the "Constituent Corporations") deem it advisable and generally to the welfare of the Constituent Corporations and their respective shareholders that FCL be merged with and into Florida, as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions hereinafter set forth; and

**WHEREAS**, FCL by its Articles of Incorporation, which were filed by the Department of State of the State of Florida on April 18, 1977, has 500 shares of common stock issued and outstanding; and

**WHEREAS**, Florida by its Articles of Incorporation, which were filed by the Department of State of the State of Florida on November 13, 2001, effective November 6, 2001, has an authorized capitalization of 1,000 shares of common stock, par value \$1.00 per share, of which 1,000 shares are now issued and outstanding.

**NOW, THEREFORE**, the Constituent Corporations, by and among themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that FCL shall merge with and into Florida with Florida being the surviving corporation pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement and Articles of Merger:

1. The name, street address of its principal office, jurisdiction, and entity type of the merging corporation are as follows:

H02000208012

H02000208012

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Fabricare Cleaners and Laundry, Inc. 13541 N. Florida Avenue Tampa, Florida 33612	Florida	Corporation

FEI Number: 59-1743791

2. The name, street address of its principal office, jurisdiction, and entity type of the surviving corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Florida Fabricare Cleaners & Laundry, Inc. 13541 N. Florida Avenue Tampa, Florida 33612	Florida	Corporation

FEI Number: 59-3757218

3. The merger shall be in accordance with the Plan of Merger attached hereto as Exhibit "A" (the "Plan of Merger"). The Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

4. The Plan of Merger was adopted by the Board of Directors and shareholders of FCL on October 3, 2002.

5. The Plan of Merger was adopted by the Board of Directors and shareholders of Florida on October 3, 2002.

6. The merger is permitted and not prohibited under the laws of the State of Florida and is not prohibited by the agreement of any corporation that is a party to the merger.

7. These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

H02000208012

10/04/2002

13:42

CORS → 2050380

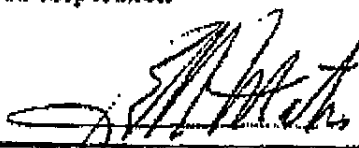
NO. 428

D04

H02000208012

**IN WITNESS WHEREOF**, the Constituent Corporations have caused this Agreement to be executed in accordance with the laws of the State of Florida.

**FABRICARE CLEANERS AND LAUNDRY, INC.**  
a Florida corporation

By:   
Abdalla Matar, President

**FLORIDA FABRICARE CLEANERS &  
LAUNDRY, INC.,** a Florida corporation

By:   
Abdalla Matar, President

H02000208012

## EXHIBIT "A"

## PLAN OF MERGER

1. The name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fabricare Cleaners and Laundry, Inc.	Florida

2. The name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Florida Fabricare Cleaners & Laundry, Inc.	Florida

3. The terms and conditions of the merger are as follows:

In accordance with Section 368(a)(1)(A) of the Internal Revenue Code, Fabricare Cleaners and Laundry, Inc. will be merged into Florida Fabricare Cleaners & Laundry, Inc., and Florida Fabricare Cleaners & Laundry, Inc. shall be the surviving corporation.

4. The manner and basis of converting the shares of Fabricare Cleaners and Laundry, Inc. into shares of Florida Fabricare Cleaners & Laundry, Inc., are as follows:

Because Florida Fabricare Cleaners & Laundry, Inc. owns 100% of the issued and outstanding shares of Fabricare Cleaners and Laundry, Inc., each issued and outstanding share of capital stock of Fabricare Cleaners and Laundry, Inc. shall be cancelled.

H02000208012