

P02000037521

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(City, State, Zip)

385-6735

(Phone #)

OFFICE USE ONLY

FILED
2002 APR 23 PM 12:00
TALLAHASSEE, FLORIDA
STATE

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

1. Letus Copy, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

RECEIVED
02 APR 23 AM 11:07
TALLAHASSEE, FLORIDA
STATE

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

EFFECTIVE DATE
04-30-02

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

C. Coulliste APR 23 2002

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-04/23/02--01043--023
*****78.75 *****78.75

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

LETUS! COPY, INC., a California corporation not qualified

INTO

2 WHEELS, INC., a Florida entity, P02000037521

File date: April 23, 2002, effective April 30, 2002

Corporate Specialist: Cheryl Coulliette

Articles of Merger Of
Letus! Copy, Inc.
A California Corporation
And
2 Wheels, Inc.
A Florida Corporation

FILED
2002 APR 23 PM 12:00
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

To the Secretary of State, State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, Letus! Copy, Inc., ("Letus") the foreign parent business corporation, and the domestic wholly owned subsidiary business corporation herein named, do hereby adopt the following Articles of Merger:

1. Annexed hereto and made part hereof is the Plan of Merger for merging Letus, a corporation organized under the jurisdiction of the State of California with and into 2 Wheels, Inc., ("2 Wheels") a wholly-owned subsidiary of Letus, and a corporation organized under the jurisdiction of the State of Florida.

2. The merger of Letus with and into 2Wheels is permitted by the laws of the jurisdiction of organization of Letus and is in compliance with said laws.

3. The Board of Directors of 2Wheels approved and adopted the aforesaid Plan of Merger by written consent on April 22, 2002, in accordance with the provisions of the Florida Business Corporation Act.

4. Annexed hereto and made a part hereof is the written consent of the Shareholder and Board of Directors of 2Wheels dated April 22, 2002.

EFFECTIVE DATE
04-30-02

5. The Effective time and date of the merger herein provided for in the State of Florida shall be 5:00 P.M on April 30, 2002.

6. The Shareholders of 2Wheels and Letus unanimously approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on April 22, 2002.

Dated, April 22, 2002

2 WHEELS, INC.

by:


Lance V. Galant, Secretary of both Corporations

Plan of Merger

PLAN OF MERGER APPROVED on April 22, 2002 by LetUs! Copy, Inc. ("LetUs"), a corporation of the State of California, and by resolution adopted by its Board of Directors and all of its Shareholders on said date, and approved on the same date by 2 Wheels, Inc. ("2Wheels"), a wholly-owned subsidiary of LetUs and a corporation pursuant to the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date.

1. LetUs and 2Wheels shall, pursuant to the provisions of the California Corporations Code and of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, 2 Wheels, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name. The laws of the State of Florida, the jurisdiction of its organization, shall govern the surviving corporation. The separate existence of LetUs, which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger, or such other date as hereafter may be determined in accordance with the provisions of the California Corporations Code.
2. The articles of incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation.
3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.
4. The directors and officers in office of the terminating corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the terminating corporation, constituting two hundred shares of common stock, shall, upon the effective date of the merger, be exchanged for one (1) share of 2Wheels, for a total of 200 shares of common stock. The issued shares of the surviving corporation shall not be converted in any manner, but each said share that is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the California Corporations Code and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation and the merger shall have been authorized by their duly adopted resolution in the manner prescribed by the provisions of the California Corporations Code, and in the event that the Plan of Merger shall have been approved by the shareholders of the surviving corporation in compliance with the provisions of the Florida Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger. Further, the surviving corporation shall assume any and all of the debts and obligations of Letus, the California corporation.

8. Effective Date: The Plan of Merger shall take effect on the 30th day of April, 2002 at 5:00 P.M.

Executed on April 22, 2002.

Letus! Copy, Inc.
A California Corporation

By: 

Lance V. Galant, Secretary
Shareholder and Director

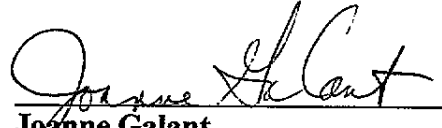
By: 

Joanne Galant
Shareholder and Director

2 Wheels, Inc.
A Florida Corporation

By: 

Lance V. Galant, Secretary
Director


Joanne Galant,
Director

Written Consent of The
Shareholders And The
Board of Directors
OF
2 WHEELS, INC.
A Florida Corporation

The undersigned, being all of the Shareholders and Directors of 2 Wheels, Inc. ("2Wheels"), duly organized under the laws of the State of Florida, hereby adopt the following resolutions upon written consent pursuant to the Bylaws of 2Wheels and the Florida Business Corporation Act:

RESOLVED that 2Wheels enter into a Plan of Merger dated April 22, 2002 by and among 2Wheels and Letus! Copy, Inc. ("Letus") a business corporation organized under the laws of the State of California, to merge Letus into 2Wheels.

RESOLVED that, pursuant to the Plan of Merger, 2Wheels shall be the surviving corporation at the effective time and date of the merger, which is hereby determined to be April 30, 2002 at 5:00 P.M.; and that the separate existence of Letus shall cease upon such effective date and at the time stated, or such time and place otherwise hereafter to be determined in accordance with the laws of the State of California.

RESOLVED that, pursuant to the Plan of Merger, each issued share of Letus's outstanding shares, constituting 200 shares of common stock, shall at the effective date of the merger, be exchanged for one share of 2Wheels, for a total of 200 shares of common stock.

RESOLVED that the Plan of Merger be authorized, ratified and approved.

RESOLVED that the Board of Directors and the proper officers of 2Wheels are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the merger Letus into 2Wheels.

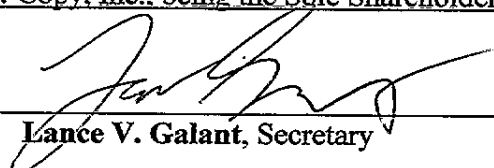
Dated the 22nd day of April, 2002

2 WHEELS, INC.

by: 
Lance V. Galant, Director

by: 
Joanne Galant, Director

The foregoing resolutions were duly
Adopted on the 22nd day of April, 2002 for
Letus! Copy, Inc., being the Sole Shareholder of 2 Wheels, Inc.

By: 
Lance V. Galant, Secretary