

PO20000111238

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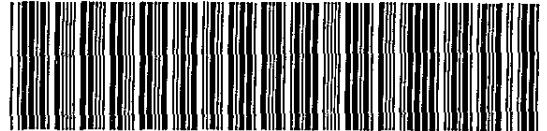
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO2000011238 CR
Aug 21 03

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LAKEWOOD HOLDINGS CORP.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

R.S.SANDIFER
(Name of person)

LAKEWOOD HOLDINGS CORP.
(Name of firm/company)

1117 DESERT LANE, #1028
(Address)

LAS VEGAS, NEVADA 89102
(City/state and zip code)

For further information concerning this matter, please call:

R.S. SANDIFER at (304) 481-0350
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

↑
SEND DOCS ?
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\$105- to
SEC OF STATE

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
LAKEWOOD HOLDINGS CORP.	NEVADA	C17514-2003

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Wholesale Connection Company	Florida	P02000(111238
Call Centers of America Corporation	Florida	P02000030377

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TALLAHASSEE, FLORIDA

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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 9 / 01 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 7/23/2003 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 7/23/2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Lakewood Holdings Corp.

Signature

R.S. Sandifer, VP/Secretary

Wholesale Connection Company

ion

Don Williams/ Pres/Dir.

Call Centers of America Corporation

Don Williams/Pres/Dir

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

(Non Subsidiaries)

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

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

Name

Jurisdiction

LAKEWOOD HOLDINGS CORP.

NEVADA

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

Name

Jurisdiction

Wholesale Connection Company

Florida

Call Centers of America Corporation

Florida

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

Lakewood Holdings acquires all assets and equity shares of Wholesale Connection Company and Call Centers of America Corporation. Wholesale Connection Company and Call Centers of America Corporation shall continue their normal operations within the State of Florida. No material change in operation is anticipated.

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:

Lakewood Holdings shall acquire 100% of the shares and assets of Wholesale Connection Company and Call Centers of America Corporation for cash, as of the date of merger.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Wholesale Connection Company and Call Centers of America Corporation shall continue their individual operations without material operational change.