

P02000128029

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600010400256

01/27/03--01074--007 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN 27 PM 3:44

EFFECTIVE DATE
4/1/03

Merger

V SHEPARD FEB 3 2003

Wills, Trusts &
Estate Planning
Estate Administration
Corporation &
Business Law

Law Offices
ANDREW J. BRITTON, P.A.
151 Center Road
Venice, FL 34292

Telephone
(941) 408-8008

Telecopier
(941) 408-0722

January 22, 2003

Corporate Records
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314
Attention: Amendment Section

Re: Rangeley Lakes Corp. Merger

Dear Ladies or Gentlemen:

Enclosed please find the following documents relating to the above-referenced corporation:

- 1) Original and one copy of the Articles of Merger;
- 2) Original Agreement and Plan of Merger;
- 3) Consent of Shareholders and Directors of Rangeley Lakes Corp., a Florida Corporation to Agreement of Merger; and
- 4) Consent of Shareholders and Directors of Rangeley Lakes Corp., a New York Corporation to Agreement of Merger.

Also enclosed is a check in the amount of \$78.75 to cover the following:

\$70.00	Filing fee
\$ 8.75	Certificate under seal

Please return the certificate under seal and a copy of the Articles of Merger to me at the above address. Thank you.

Very truly yours,



Andrew J. Britton

AJB\bk
Enclosures
cc: Carll Burr
z:\b\burr\file.fl

ARTICLES OF MERGER
Merger Sheet

MERGING:

RANGELEY LAKES CORP., a New York corporation not qualified in Florida

INTO

RANGELEY LAKES CORP., a Florida entity, P02000128029

File date: January 27, 2003, effective April 1, 2003

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
Of
Rangeley Lakes Corp.
(A New York Corporation)
And
Rangeley Lakes Corp.
(A Florida Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN 27 PM 3:44

EFFECTIVE DATE
4/1/03

Pursuant to the provisions of Chapter 607, Florida Statutes, these Articles of Merger provide that:

1. Rangeley Lakes Corp., a New York corporation, (NY) shall be merged with and into Rangeley Lakes Corp., a Florida corporation, (FL) which shall be the surviving corporation.

2. The merger shall become effective on April 1, 2003 (the "Effective Time").

3. The Agreement and Plan of Merger dated January 21, 2003, pursuant to which Rangeley Lakes Corp. (NY) shall be merged with and into Rangeley Lakes Corp. (FL) (the "Merger"), was adopted by the directors and approved by the shareholders of Rangeley Lakes Corp. (NY) by written consent dated January 21, 2003, and adopted by the directors and approved by the shareholders of Rangeley Lakes Corp. (FL), by written consent dated January 21, 2003. A copy of the Agreement and Plan of Merger is attached hereto and incorporated herein.

IN WITNESS WHEREOF, these Articles of merger have been executed on behalf of the constituent corporations by their authorized officers as of January 21, 2003.

Rangeley Lakes Corp., a Florida
corporation

By: _____

Carl S. Burr, III, President

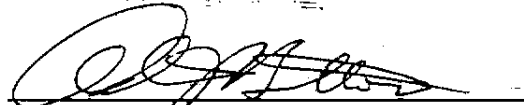
Rangeley Lakes Corp., a New York
corporation


By: _____

Carl S. Burr, III, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of January, 2003, by Carl S. Burr, III, the President of Rangeley Lakes Corp., (FL) , who is personally known to me or who has produced N/A as identification.

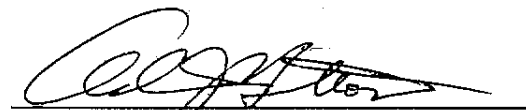

Notary Public


 Andrew J. Britton
MY COMMISSION # CC911567 EXPIRES
March 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of January, 2003, by Carl S. Burr, III, the President of Rangeley Lakes Corp., (NY) , who is personally known to me or who has produced N/A as identification.


Notary Public

 Andrew J. Britton
MY COMMISSION # CC911567 EXPIRES
March 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

AGREEMENT AND PLAN OF MERGER
BETWEEN
Rangeley Lakes Corp.
(A New York Corporation)
AND
Rangeley Lakes Corp.
(A Florida Corporation)

Agreement and Plan of Merger dated January 21, 2003, between Rangeley Lakes Corp., a New York corporation, and Rangeley Lakes Corp., a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the New York Business Law and the Florida Business Corporation Act, at the Effective Time, Rangeley Lakes Corp. (NY) shall be merged with and into Rangeley Lakes Corp. (FL) (the "Merger"), the separate and corporate existence of Rangeley Lakes Corp. (NY) shall cease, and Rangeley Lakes Corp. (FL) shall continue under its present name (the "Surviving Corporation"). Rangeley Lakes Corp. (NY) and Rangeley Lakes Corp. (FL) are collectively referred to as the "Constituent Corporations.").

2. The Merger shall become effective on April 1, 2003, the date that both a Certificate of Merger has been filed by the Secretary of State of New York and the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

Each issued and outstanding share of the capital stock of Rangeley Lakes Corp., a New York corporation, shall be exchanged pro rata for a share of capital stock of Rangeley Lakes Corp., a Florida corporation, and the shares of stock of Rangeley Lakes Corp., a New York corporation then shall be canceled without payment of any consideration.

5. The Articles of Incorporation of Rangeley Lakes Corp., (FL) in effect immediately prior to the Effective Time shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

6. Shareholders of the Surviving Corporation who dissent from the merger may be entitled to be paid the fair value of their shares, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders.

Rangeley Lakes Corp., a Florida corporation

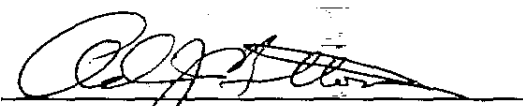
By:



Carl S. Burr, President
III


STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of January, 2003, by Carl S. Burr, III, President of Rangeley Lakes Corp., (FL) who is personally known to me or who has produced N/A as identification.



Notary Public

My Commission Expires:

 Andrew J. Britton
MY COMMISSION # CC911567 EXPIRES
March 19, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Rangeley Lakes Corp., a New York corporation

By:



Carll S. Burr, President

III

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of January, 2003, by Carll S. Burr, III, President of Rangeley Lakes Corp., (NY), who is personally known to me or who has produced N/A as identification.


Notary Public

 Andrew J. Britton
MY COMMISSION # CC911567 EXPIRES
March 19, 2004
Name: Britton
BONDED THRU TROY FAIR INSURANCE, INC.