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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PROCTOR ENGINEERING RESEARCH & CONSULTING, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles Proctor
(Name of person)

Proctor Engineering Research & Consulting, Inc.
(Name of firm/company)

13640 NW US HWY 441
(Address)

Alachua, FL 32615
(City/state and zip code)

For further information concerning this matter, please call:

Charles Proctor at (386) 462-6430
(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

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:

Name

Jurisdiction

Document Number
(If known/ applicable)

PROCTOR ENGINEERING RESEARCH
& Consulting, INC.

FLORIDA

P03000057482

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Document Number
(If known/ applicable)

QUAY ACQUISITIONS, INCORPORATED

FLORIDA

P04000056577

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 ____/____/____ (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 12/29/2004.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 12/29/2004.

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

(Attach additional sheets if necessary)

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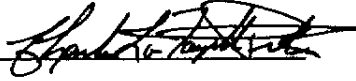
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Proctor Engineering
Research & Consulting, Inc



Charles Lafayette Proctor, II
President

Quay Acquisitions,
Incorporated



Charles Lafayette Proctor, II
Secretary & Director

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

Procter Engineering Research & Consulting, Inc

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Quay Acquisitions, Incorporated

FLORIDA

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

All assets and liabilities of Quay Acquisitions, Incorporated
are transferred to Procter Engineering Research & Consulting, Inc.

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: 1000 shares of Procter Engineering Research & Consulting Inc. stock will be distributed to shareholders of Quay Acquisitions, Incorporated in proportion to shares currently owned by shareholders of Quay Acquisitions, Incorporated. (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:

No Amendments necessary

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

No other provisions