

P03000066014

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.

((H03000214021 5)))

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 : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212)431-5000
Fax Number : (212)431-1441

EFFECTIVE DATE

7-1-03

RECEIVED
03 JUN 16 AM 7:50
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
DEMARCO PARTNER'S CORP.

03 JUN 16 PM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

#03000 2140215

ARTICLES OF MERGER

(Profit Corporations)

FILED
 03 JUN 16 PM 8:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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)	<u>EFFECTIVE DATE</u>
DEMARCO PARTNER'S CORP.	FLORIDA		7-1-03

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DEMARCO PARTNERS, LTD.	NEW YORK	

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 7 / 1 / 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 JUNE 12, 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 JUNE 12, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

BLUMBERG EXCELSIOR IN"
#030002140215

Jun 13 2003 17:03 P.03

P. 03

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
DEMARCO PARTNER'S, LTD.	X Victoria DeMarco	VICKY DEMARCO
		PRESIDENT
	X Paul DeMarco	PAUL DEMARCO
		VICE-PRESIDENT
DEMARCO PARTNER'S CORP.	X Victoria DeMarco	VICKY DEMARCO
		PRESIDENT
	X Paul DeMarco	PAUL DEMARCO
		VICE-PRESIDENT

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

DEMARCO PARTNER'S CORP.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

DEMARCO PARTNER'S, LTD.

NEW YORK

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

SEE ATTACHED

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:

(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:

PLAN OF MERGER


- First: **DEMARCO PARTNER'S CORP.**, a corporation organized under the laws of the State of Florida (hereinafter called "Surviving corporation") shall merge with and assume the liabilities and obligations of the following corporation (hereinafter called "Merging corporation") **DEMARCO PARTNERS, LTD.** a New York corporation.
- Second: On the effective date of the merger all of the issued and outstanding shares of the above-referenced Merging corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof.
- Third: The Articles of Incorporation of the Surviving corporation shall be the Articles of Incorporation of the corporation surviving the merger.
- Fourth: The bylaws of the Surviving corporation shall be the bylaws of the corporation surviving the merger.
- Fifth: The directors and offices of the Surviving corporation shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.
- Sixth: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary proper to effect merger.

Dated: June 12, 2003

BY: **DEMARCO PARTNERS, LTD.**
(a New York corporation)

DEMARCO PARTNER'S CORP.
(a Florida corporation)


By: **Vicky Demarco**
President


By: **Paul Demarco**
Vice-President