

P03000101664

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

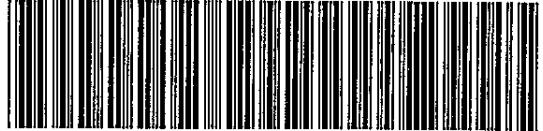
Certified Copies 1

Certificates of Status _____

Special Instructions to Filing Officer:

10/2 merger
CC

Office Use Only



100023410881

MJH

10/02/03--01032--001 **68.75

FILED
03 OCT -2 PM 4:09
TALLAHASSEE, FLORIDA

DORAN, WOLFE, ROST & ANSAY

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

444 SEABREEZE BOULEVARD, SUITE 800
DAYTONA BEACH, FLORIDA 32118

CAROLYN S. ANSAY
THEODORE R. DORAN
MICHAEL GRAY DYER
MICHAEL A. KUNDID
SCOTT R. ROST
AARON R. WOLFE

DAYTONA BEACH OFFICE:
POST OFFICE BOX 15110
DAYTONA BEACH, FL 32115
(386) 253-1111
FACSIMILE (386) 253-4260

TOLL FREE (888) 301-3166
WEBSITE www.doranlaw.com
EMAIL lawfirm@doranlaw.com

REPLY TO:

ORLANDO OFFICE:
836 N. HIGHLAND AVENUE
ORLANDO, FL 32803
(407) 540-1112
FACSIMILE (407) 540-1102

WEST PALM BEACH OFFICE:
515 N. FLAGLER DRIVE
SUITE 300 PAVILION
WEST PALM BEACH, FL 33401
(561) 802-3334

Daytona Beach

September 26, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: **Ashlind, Inc.**
Ashlind Enterprises, LLC

Dear Correspondent:

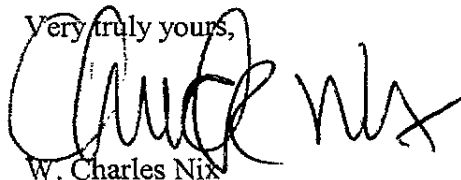
Enclosed please find for filing with the Florida Department of State the original executed Plan of Merger and Articles of Merger with respect to the above-referenced entities.

Also enclosed please find our firm check in the amount of \$68.75 in payment of the following:

| | | |
|----|-------------------------------|----------|
| 1. | Merger Filing Fee | \$ 35.00 |
| 2. | Articles of Merger Filing Fee | 25.00 |
| 3. | Certified Copy of Articles | 8.75 |

Please forward the certified copy of the articles of organization to our Daytona Beach office at your earliest convenience.

Very truly yours,



W. Charles Nix

WCN/jo

Enclosures as Stated

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|------------------------------|
| 1. Ashlind Enterprises, LLC 413 Oak Place, Bldg. 4, Unit D Port Orange, FL 32127 | Florida | Limited Liability Co. |
| Florida Document/Registration Number: <u>L020000001906</u> | | FEI Number: <u>300029898</u> |
| 2. Ashlind, Inc. 413 Oak Place, Bldg. 4, Unit D Port Orange, FL 32127 | Florida | Domestic Corp. |
| Florida Document/Registration Number: <u>P03000101664</u> | | FEI Number: _____ |
| 3. _____ _____ _____ | _____ | _____ |
| Florida Document/Registration Number: _____ | | FEI Number: _____ |
| 4. _____ _____ _____ | _____ | _____ |
| Florida Document/Registration Number: _____ | | FEI Number: _____ |

(Attach additional sheet(s) if necessary)

FILED
03 OCT -2 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--------------------------------|---------------------|--------------------|
| Ashlind, Inc. | Florida | Domestic Corp. |
| 413 Oak Place, Bldg. 4, Unit D | | |
| Port Orange, FL 32127 | | |

Florida Document/Registration Number: P03000101664 FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The manner and basis of converting all interests, shares, obligations, and other securities of Ashlind Enterprises, LLC and Ashlind, Inc. into Ashlind, Inc. will be that upon the filing of the Articles of Merger, each member of Ashlind Enterprises, LLC shall be issued shares of stock in Ashlind, Inc. in such quantity as will constitute an equal interest in ownership and management in the surviving entity as each held in the merging party.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The manner and basis of converting rights to acquire interests, shares, obligations or other securities of Ashlind Enterprises, LLC and Ashlind, Inc. will be that upon the filing of the Articles of Merger, each shareholder thereof shall receive preemptive rights in and to any stock to be issued later, all of which is subject to transfer restrictions, all as set forth in the Articles of Incorporation thereof. Each shareholder in the surviving entity, accordingly, will be able to preserve his or her proportionate interest therein indefinitely.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

The surviving entity shall have full authority and rights coextensive with the merging party to operate the business of the latter and to make use of its property pending the effectiveness and ultimate approval by all governmental agencies with jurisdiction, of the merger.

(Attach additional sheet(s) if necessary)

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

[illegible]

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------------|---------------------|
| Ashlind Enterprises, LLC | Florida |
| Ashlind, Inc. | Florida |

SECOND: The exact name and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------|---------------------|
| Ashlind, Inc. | Florida |

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

(Attach additional sheet(s) if necessary)