

PD3000137592

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

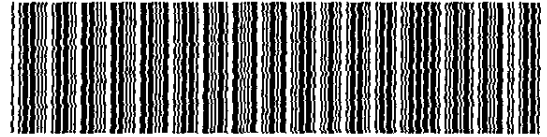
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Michael Peilly GAVE
AUTHORIZATION BY PHONE TO
CORRECT Adaptation date
DATE 12/30/03
DOC. EXAM PS on mes/lip corp.



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12/18/03--01051--014 **7R, 75

FILED
03 DEC 18 PM 4:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

PS 12/30/03
meyer

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: R-CAP CORPORATION
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHAEL T. REILLY
(Name of person)

R-CAP CORPORATION
(Name of firm/company)

1417 SADLER ROAD, NO. 270
(Address)

FERNANDINA BEACH, FL 32034-4466
(City/state and zip code)

For further information concerning this matter, please call:

MICHAEL T. REILLY at (904) 583-2849
(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)

FILED

03 DEC 18 PM 4:30

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

CLERK OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
R-CAP CORPORATION	FLORIDA	903000 137592

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
R-CAP CORPORATION	NEW JERSEY	

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 12 / 15 / 2003 (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 / 15 / 2003

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 / 15 / 2003

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

R-CAP CORPORATION

Michael T. Reilly

MICHAEL T. REILLY, PRESIDENT

R-CAP CORPORATION (NJ)

Michael T. Reilly

" "

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

R-CAP CORPORATION

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

R-CAP CORPORATION

NEW JERSEY

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

- A. R-CAP CORPORATION, A NEW JERSEY CORPORATION (HEREINAFTER "R-CAP NJ") HEREBY IS MERGED INTO R-CAP CORPORATION, A FLORIDA CORPORATION (HEREINAFTER "R-CAP FL").
- B. R-CAP FL IS THE SURVIVING CORPORATION.
- C. R-CAP NJ SHARES ARE EXCHANGED FOR R-CAP FL SHARES ON A ONE-TO-ONE BASIS.
- D. CONSISTENT WITH THE FLORIDA BUSINESS CORPORATION ACT, THE BY LAWS OF R-CAP NJ ARE ADOPTED BY R-CAP FL MUTATIS MUTANDIS AS IF FULLY SET FORTH THEREIN.

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:

R-CAP NJ SHARES ARE EXCHANGED FOR R-CAP FL SHARES ON A ONE-TO-ONE BASIS.

(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:

SEE PARAGRAPH THIRD HEREOF.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

SEE PARAGRAPH THIRD HEREOF.