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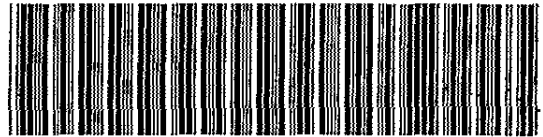
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12/30/03--01043--009 \*\*78.75

EFFECTIVE DATE  
01-01-04

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03 DEC 30 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Coulllette JAN 07 2004

**KRASNY AND DETTMER**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AND COUNSELORS AT LAW

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MEDIATOR-ARBITRATOR  
<sup>Δ</sup>BOARD CERTIFIED IN TAXATION  
†ALSO CERTIFIED PUBLIC ACCOUNTANT  
<sup>◇</sup>ADMITTED COLORADO BAR

December 29, 2003

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Jeffrey King and Associates, Inc.  
Florida Document Number: P03000148641

Dear Sir/Madam:

Enclosed please find the following documents for filing:

1. Articles of Merger
2. Agreement and Plan of Merger

I also enclose this firm's trust account check made payable to the Florida Department of State in the amount of \$78.75 to cover the cost of filing and the fee for a certified copy of the filing. Upon completion, please forward the certified copy to the undersigned in the self-addressed envelope provided for your convenience.

If you have any questions, please feel free to call. Thank you for your assistance in this matter.

Very truly yours,

KRASNY AND DETTMER



Melissa Edwards, Legal Assistant  
To Dale A. Dettmer

/me  
Enclosures

**ARTICLES OF MERGER  
OF  
JEFFREY KING AND ASSOCIATES, INC.,  
a Pennsylvania corporation  
WITH AND INTO  
JEFFREY KING AND ASSOCIATES, INC.,  
a Florida corporation**

03 DEC 30 PM 4:27  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, **JEFFREY KING AND ASSOCIATES, INC.**, a Florida corporation ("Florida"), and **JEFFREY KING AND ASSOCIATES, INC.**, a Pennsylvania corporation ("Pennsylvania"), pursuant to the provisions of Sections 607.1108, 607.1109, 607.11011, 620.201, 620.202 and 620.203, Florida Statutes, hereby certify in connection with the merger of Pennsylvania into Florida that:

**1.0 Plan of Merger.**

**EFFECTIVE DATE**  
01-01-04

**1.1** The name and state of filing for each of the constituent entities to the merger is as follows:

Jeffrey King and Associates, Inc., a Florida corporation, 460 Lanternback Island Drive, Satellite Beach, Florida 32937, having a Florida document/registration number: P03000148641. The FEI number is 23-2827207.

Jeffrey King and Associates, Inc., a Pennsylvania corporation, 460 Lanternback Island Drive, Satellite Beach, Florida 32937, having a Pennsylvania document/registration number: 2668049. The FEI number is 23-2827207.

**1.2** Upon filing of these Articles of Merger, Pennsylvania shall be merged into Florida, with Florida being the surviving entity of the merger and the separate corporate existence of Pennsylvania shall cease. All property, rights, privileges, policies and franchises of Pennsylvania shall vest in Florida, and debts, liabilities and duties of Pennsylvania shall become the debts, liabilities and duties of Florida as provided in the Agreement and Plan of Merger between Florida and Pennsylvania.

**1.3** Each issued and outstanding share of common stock of Pennsylvania shall, upon filing of these Articles of Merger, be automatically converted into one (1) share of common stock of Florida.

**1.4** The name, street address of its principal office, jurisdiction and entity type of the surviving entity is as follows:

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jeffrey King and Associates, Inc. 460 Lanternback Island Drive Satellite Beach, Florida 32937	Florida	Corporation

1.5 The Agreement and Plan of Merger is attached hereto as Exhibit "A" and by this reference incorporated herein.

2.0 These Articles of Merger shall be effective on January 1, 2004 or if the Articles of Merger are filed in the Office of the Secretary of State after that date, then this merger shall become effective upon the filing of the Articles of Merger in the office of the Secretary of State, Tallahassee, Florida.

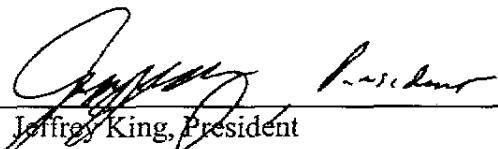
3.0 The Plan of Merger has been approved, adopted, certified, executed and acknowledged by (a) the directors of Pennsylvania at a special meeting of the board of directors and (b) the shareholders of Pennsylvania by unanimous written consent.

4.0 The Plan of Merger has been approved, adopted, certified, executed and acknowledged by (a) the directors of Florida at a special meeting of the board of directors and (b) the shareholders of Florida by unanimous written consent.

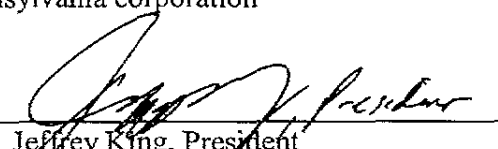
5.0 The merger contemplated herein is permitted under the laws of the state of Florida and the laws of the state of Pennsylvania, and is not prohibited by the Articles of Incorporation of Florida or the Articles of Incorporation of Pennsylvania.

IN WITNESS WHEREOF, each of the undersigned has made and subscribed to these Articles of Merger, this 29<sup>th</sup> day of December, 2003.

JEFFREY KING AND ASSOCIATES, INC., a  
Florida corporation

By:   
Jeffrey King, President

JEFFREY KING AND ASSOCIATES, INC., a  
Pennsylvania corporation

By:   
Jeffrey King, President

## **AGREEMENT AND PLAN OF MERGER**

This Agreement ("Agreement") dated this 29<sup>th</sup> day of December, 2003, by and between **JEFFREY KING AND ASSOCIATES, INC.**, a Florida corporation ("Florida"), and **JEFFREY KING AND ASSOCIATES, INC.**, a Pennsylvania corporation ("Pennsylvania").

### **RECITALS:**

**A.** The Board of Directors and Shareholders of Pennsylvania and the Board of Directors and Shareholders of Florida deem it advisable and in the best interest of each entity that Pennsylvania be merged with and into Florida, with Florida being the surviving entity, in accordance with the laws of the state of Florida and the laws of the state of Pennsylvania and upon the terms and conditions set forth in this Agreement; and

**B.** The Board of Directors and Shareholders of Pennsylvania have approved the merger of Pennsylvania into Florida in accordance with the provisions of Pennsylvania law; and

**C.** The Board of Directors of Florida have approved the merger of Pennsylvania into Florida in accordance with the provisions of Florida law; and

**D.** Florida and Pennsylvania otherwise desire to merge upon the terms and conditions hereinafter set forth.

**NOW THEREFORE**, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

### **ARTICLE I MERGER**

**1.1** Pennsylvania shall be merged with and into Florida in accordance with the laws of the state of Florida. The separate corporate existence of Pennsylvania shall thereby cease, and Florida shall be the surviving entity.

**1.2** The name which the surviving entity is to have after the merger shall be: Jeffrey King and Associates, Inc., a Florida corporation, having a Florida document/registration number of P03000148641. The Board of Directors and Shareholders of Florida is and shall remain the same as Pennsylvania, having a business address of 460 Lanternback Island Drive, Satellite Beach, Florida 32937.

1.3 The effective date ("Effective Date") of the merger shall be January 1, 2004 or if the Articles of Merger are filed in the Office of the Secretary of State after that date, then this merger shall become effective upon the filing of the Articles of Merger in the Office of the Secretary of State, Tallahassee, Florida, at which time the separate existence of Pennsylvania shall cease.

1.4 Except as otherwise herein set forth, from and after the Effective Date, Florida, the surviving entity, shall possess all rights, privileges, immunities and franchises, to the extent provided in the Articles of Incorporation, of the merged entities. All of the rights, privileges, powers and franchises of Pennsylvania, of a public as well as of a private nature, and all property, real, personal and mixed of Pennsylvania, and all debts due it on whatever account, including all causes of action and all and every other interest of it or belonging to it, shall be taken by and deemed to be transferred to and vested in Florida without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of Pennsylvania shall thereafter be as effectually the property of Florida as was the case for Pennsylvania.

1.5 From and after the Effective Date, Florida shall be subject to the duties and liabilities of the Articles of Incorporation, under the laws of the state of Florida and shall be liable and responsible for all the liabilities and obligations of the merged entities. The rights of the creditors of the merged entities, or of any person dealing with such entities, or any liens upon the property of such entities, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such entities may be prosecuted to judgment as if this merger had not taken place, or Florida may be proceeded against or substituted in place of Pennsylvania. Except as otherwise herein set forth, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of Florida shall continue unaffected and unimpaired by the merger.

## **ARTICLE II TERMS AND CONDITIONS OF THE MERGER**

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective upon the Effective Date.

2.2 Prior to the Effective Date, the merging entities shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date, the parties hereto shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or conform to, the vesting of full title to all of the property, assets, rights, privileges and franchises of the merging entities, or either of them into Florida, each party agrees to execute and deliver such instruments and take all such further actions as may be necessary or desirable in order to vest in and confirm to Florida

title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement.

### **ARTICLE III ARTICLES OF INCORPORATION**

The Articles of Incorporation of Florida, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Articles of Incorporation of the surviving entity until duly amended in accordance with the provisions of the Articles of Incorporation and Florida law, and no change to such Articles of Incorporation shall be effected by the merger.

### **ARTICLE IV CONVERSION OF OWNERSHIP INTEREST**

4.1 Florida presently has outstanding one thousand (1,000) shares of common stock which are all of the issued and outstanding shares of Florida.

4.2 Pennsylvania presently has outstanding two hundred (200) shares of common stock which are all of the issued and outstanding shares of Pennsylvania.

4.3 Upon the Effective Date, each issued and outstanding share of common stock of Pennsylvania shall be converted into one (1) share of common stock of Florida.

### **ARTICLE V ASSUMED LIABILITIES, INDEMNIFICATION**

As of the Effective Date, Florida shall become and be fully liable and responsible for the liabilities and obligations of Pennsylvania.

### **ARTICLE VI STATEMENTS REQUIRED BY PENNSYLVANIA**

This merger between Florida and Pennsylvania, with Florida being the surviving corporation, has been adopted by the directors and the shareholders pursuant to Pennsylvania law.

## **ARTICLE VII MISCELLANEOUS**

7.1 This Agreement shall be binding on and shall inure to the benefit of the parties and their respective heirs, devisees, legal representatives, successors, and permitted assigns.

7.2 In connection with any dispute arising under, from, or as a result of this Agreement, the parties agree that the prevailing party or parties shall be entitled to recover all costs or expenses incurred, including reasonable attorneys' fees and fees for the services of accountants, paralegal, legal assistants, and similar persons (including any appeals from any litigation and enforcement of judgments).

7.3 This Agreement may not be modified orally or in any other manner than by an agreement in writing signed by the party against whom the enforcement is sought.

7.4 Any notice, demand, request, consent or other instrument which may be or is required to be given under this Agreement shall be in writing and either served personally or sent by United States registered or certified mail, return receipt requested, postage prepaid, or deposited with a reputable overnight courier service such as Federal Express, and addressed to such party at its address set forth below, or when transmitted by facsimile transmission to the respective parties at the numbers specified below, or at such other place as either party may designate by written notice to the other. Any written notice sent by mail should be deemed to have been served as of the next regular day for delivery or mail after the date it was mailed in accordance with the foregoing provisions. For purposes of this Agreement, notice shall be sent as follows:

To Pennsylvania:     Jeffrey King and Associates , Inc.  
                                 460 Lanternback Island Drive  
                                 Satellite Beach, FL 32937

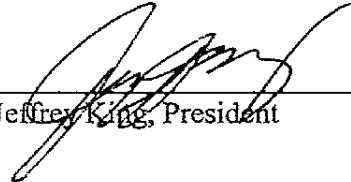
To Florida:             Jeffrey King and Associates, Inc.  
                                 460 Lanternback Island Drive  
                                 Satellite Beach, FL 32937

7.5 This Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the directors and the shareholders of Pennsylvania and the directors and shareholders of Florida by unanimous written consent.

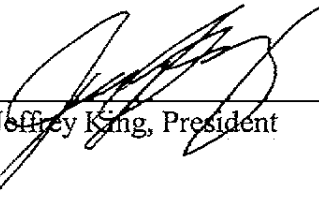


IN WITNESS WHEREOF, the parties hereto have executed this Agreement under seal  
as of the date first stated above.

**JEFFREY KING AND ASSOCIATES, INC.,** a  
Florida corporation

By:   
Jeffrey King, President

**JEFFREY KING AND ASSOCIATES, INC.,** a  
Pennsylvania corporation

By:   
Jeffrey King, President