

MAY-04-2006

FROM: SWAINE, HARRIS &amp; SHEEHAN, P.A. - SEBRING

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Florida Department of State  
Division of Corporations  
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From:

Account Name : SWAINE, HARRIS & SHEEHAN, P.A.  
Account Number : I19980000021  
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Fax Number : (863) 699-6439

**MERGER OR SHARE EXCHANGE**

Top Rock, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	5
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RECEIVED  
06 MAY -4 AM 8:00  
DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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MAY-04-2006 16:53

FROM-SWAIN HARRIS SHEEHAN PA-SEBRING

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Top Rock, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

J. Michael Swaine

(Contact Person)

Swaine, Harris & Sheehan, P.A.

(Firm/Company)

425 South Commerce Avenue

(Address)

Sebring, FL 33870-3702

(City/State and Zip Code)

For further information concerning this matter, please call:

J. Michael Swaine

(Name of Contact Person)

At ( 863 ) 385-1549

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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## 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, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Top Rock, Inc.</u>	<u>Florida</u>	<u>P04000011953</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>E.J. Koning Enterprises, Inc.</u>	<u>Florida</u>	<u>P97000076827</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 after merger file date.)

**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 May 4, 2006.

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 May 4, 2006.

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)

FILED  
06 MAY -4 AM 10:00  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

NameJurisdictionTop Rock, Inc.Florida

**Second:** The name and jurisdiction of each merging corporation:

NameJurisdictionE.J. Koning Enterprises, Inc.Florida

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

The merger shall be effective upon the date of the filing of the Certificate.

**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:

Each shareholder of the surviving corporation will hold the same number of shares, with identical designations, preferences, limitations and relative rights immediately after the merger. *(Attach additional sheets if necessary)*

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
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<u>E.J. Koning Enterprises, Inc.</u>	<u>Ewout J. Koning</u>	<u>Ewout J. Koning, Director</u>
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<u>Top Rock, Inc.</u>	<u>Ewout Koning</u>	<u>Ewout Koning, Director</u>
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