

PD4000062618

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

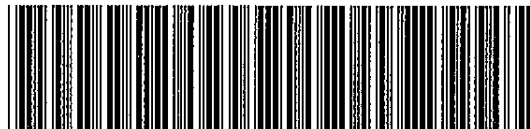
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800032875238

04/27/04--01036--025 **70.00

FILED
04 APR 21 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/27/04
merger
B

Moore and Waksler, P.L., Attorneys at Law

1107 W. Marion Ave., Ste. 112
Punta Gorda, Florida 33950
Telephone: (941) 637-1955
Facsimile: (941) 637-8485
mwlaw@moore-wakslerlaw.com

April 19, 2004

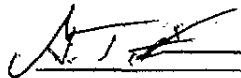
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: NW Wholesale (FL), Inc. - Document Number of the Corporation: P04000062618

To whom it may concern:

Please find enclosed the following Articles of Merger for the above corporation along with the required fee. As noted, the action was authorized by the unanimous written consent of the shareholders and board members, which took place on April 16, 2004. Should there be any additional information or required steps necessary, please contact me at the number below.

Very truly yours,



Gary T. Fileman
For the firm

RECEIVED
APR 21 AM 9:08

ARTICLES OF MERGER
OF
NW Wholesale (FL), Inc., a Florida Corporation,
with
NW Wholesale (WA), Ltd., a Washington Corporation

FILED
04 APR 21 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

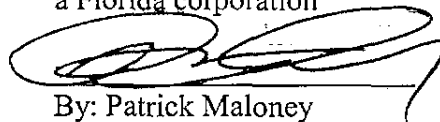
ARTICLES OF MERGER/SHARE EXCHANGE between NW Wholesale (FL), Inc., a Florida corporation ("NW-Florida") and NW Wholesale (WA), Ltd., a Washington Corporation ("NW-Washington").

Under §607.1105 and §607.1107 of the Florida Business Corporation Act (the "Act"), NW-Florida and NW-Washington adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated April 16th, 2004 ("Plan of Merger"), between NW-Florida and NW-Washington was approved and adopted by the unanimous written consent of the shareholders and board of directors of NW-Florida on April 16, 2004 and was approved and adopted by the shareholders and board of directors of NW-Washington on April 16, 2004.
2. Under the Plan of Merger, all issued and outstanding shares of NW-Washington's stock will be acquired by means of a merger of NW-Washington into NW-Florida with NW-Florida the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

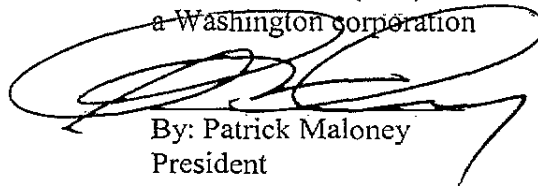
IN WITNESS WHEREOF, the parties have set their hands on this 16 day of April, 2004.

NW Wholesale (FL), Inc.
a Florida corporation



By: Patrick Maloney
President

NW Wholesale (WA), Ltd.
a Washington corporation



By: Patrick Maloney
President

PLAN OF MERGER

Merger between NW Wholesale (FL), Inc., a Florida corporation, (the "Surviving Corp.") and NW Wholesale (WA), Ltd., a Washington corporation, (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as [previously amended and] in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.
3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will be issued.
5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.
7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an

exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.