

PO4000121066

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

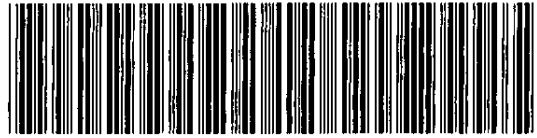
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE FLORIDA

Merger IS  
11/26/07

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** 1ST & 10 INVESTMENT CORP.  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

JOSEPH KANDEL  
(Contact Person)

1ST & 10 INVESTMENT CORP.  
(Firm/Company)

7918 INDIGO RIDGE TERRACE  
(Address)

BRADENTON, FL 34201  
(City/State and Zip Code)

For further information concerning this matter, please call:

JOSEPH KANDEL At (941) 284-4117  
(Name of Contact Person) (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

**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>IST &amp; IO INVESTMENT CORP.</u>	<u>FLORIDA</u>	<u>P04000121066</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>IST &amp; IO HOLDING CORP.</u>	<u>DELAWARE</u>	<u>—</u>
<u>IST &amp; IO INVESTMENT CORP.</u>	<u>FLORIDA</u>	<u>P04000121066</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 10/9/2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 10/9/2007 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 10/9/2007 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

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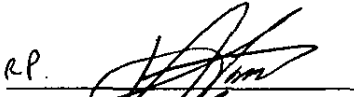
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

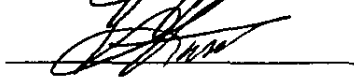
Typed or Printed Name of Individual & Title

1ST & 10 INVESTMENT CORP.



JOSEPH KANDEL CEO

1ST & 10 HOLDING CORP.



JOSEPH KANDEL CEO

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**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:

Name

Jurisdiction

1ST & 10 INVESTMENT CORP.

FLORIDA

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

Name

Jurisdiction

1ST & 10 HOLDING CORP

DELAWARE

1ST & 10 INVESTMENT CORP.

FLORIDA

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

THAT THE 1ST & 10 INVESTMENT CORP. OF FLORIDA WILL ACT AS AN EXTENSION OF 1ST & 10 HOLDING CORP. OF DELAWARE, MERGING AND DOING BUSINESS IN FLORIDA.

**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:

STOCK CERTIFICATES WILL BE CONVERTED TO 1ST & 10 INVESTMENT CORP. THROUGH ISLAND STOCK TRANSFER OF

(Attach additional sheets if necessary) ST. PETE FLORIDA,

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows: