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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MURGER  
SJ

106-08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MARCO TRUCKING 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:

AILEEN BRANDSTETTER

(Contact Person)

MARCO TRUCKING INC

(Firm/Company)

3511 E 3RD AVE

(Address)

TAMPA, FL 33605

(City/State and Zip Code)

For further information concerning this matter, please call:

AILEEN BRANDSTETTER

(Name of Contact Person)

At ( 813 ) 223-9898

(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  
Citron Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

RECEIVED

2008 SEP 19

SECRETARY OF STATE  
TALLAHASSEE, FL

# **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)
MARCO TRUCKING INC	FLORIDA	P04000127595

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
M.D.L. WHOLESALE INC.	FLORIDA	P05000055147

**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** 08 / 01 / 2008 (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 08/01/08.

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 08/01/08.

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)*

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TALLAHASSEE, FLORIDA

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Typed or Printed Name of Individual & Title

ShiTian Zheng

ShiTian Zheng

**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:

<u>Name</u>	<u>Jurisdiction</u>
MARCO TRUCKING INC	FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
M.D.L. WHOLESALE INC.	FLORIDA

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

Effective August 1, 2008, Marco Trucking Inc will acquire all assets and liabilities of M.D.L. Wholesale Inc.

**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:

*(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:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>None</u>	<u></u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>None</u>	<u></u>
<u></u>	<u></u>
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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:



**Pursuant to Regulations Section 1.368-3(a)**

**Marco Trucking Inc**

**3511 E 3<sup>rd</sup> Avenue**

**Tampa, FL 33605**

**EIN: 51-0524411**

**Tax Year Ending: 2008**

The taxpayer, Marco Trucking, Inc, attaches this statement to its 2008 tax return, as required by Treasury Regulations Section 1.368-3(a), because the taxpayer was a party to a reorganization which occurred during taxpayer's 2008 tax year. Taxpayer provides the following information:

(1) On August 1, 2008, M.D.L. Wholesale Inc. merged with and into Marco Trucking Inc, with Marco Trucking Inc being the surviving corporation, under and pursuant to the laws of the State of Florida. The transaction qualified as a reorganization under Code Section 368(a)(1)(A).

(2) The purpose of the transaction was for Marco Trucking Inc to acquire all the assets of M.D.L. Wholesale, Inc. The assets of M.D.L. Wholesale Inc. consisted of the following:

Cash	3,327.60
Fixed Assets	70,946.56
Liabilities	70,494.37

(3) Shareholder action is not required, for the reason that the former shareholders and the resulting shareholders are the same without dilution or change, and that the exchange of shares is in effect merely an exchange of situs.

(4) The assets of M.D.L. Wholesale Inc. had a fair market value of \$70,494.37 on the date of the exchange and liabilities of \$70,494.37.

(5) These Articles of Merger are signed by the duly authorized Officers of each applicable entity as follows:

Marco Trucking Inc

By: ZHENG SHI TIAN  
Shi Tian Zheng

M.D.L. Wholesale Inc.

By: ZHENG SHI TIAN  
Shi Tian Zheng

(CORPORATE SEAL)

ATTEST:

[Signature]

\_\_\_\_\_, Secretary