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12/28/04---01032--006 **78.75

EFFECTIVE DATE
12/31/04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2004 DEC 28 PM 12:39

Merger

1/5

12/5

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HALLEN Corporation

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Hal Parkerson

(Name of person)

(Name of firm/company)

2279 Edgemere Lake Circle

(Address)

Marietta, Ga 30062

(City/state and zip code)

For further information concerning this matter, please call:

Hal Parkerson

(Name of person)

at (

678

)

662-9480

(Area code & daytime telephone number)



Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HALLEN Corporation	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HALLEN CORPORATION	New York	

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 12 / 31 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 December 27, 2004.

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 December 27, 2004.

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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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

HALLEN Corporation-FL



Hal B. Parkerson-President

HALLEN Corporation-NY



Hal B. Parkerson-President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. 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>
<u>HALLEN Corporation</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>HALLEN Corporation</u>	<u>New York</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

HALLEN Corporation, a New York corporation ("Merging Corporation") shall merge into HALLEN Corporation, a Florida corporation ("Surviving Corporation") and each issued and outstanding share of Merging Corporation shall be tendered to and cancelled by Surviving Corporation, and Surviving Corporation shall issue and deliver to each shareholder of Merging Corporation one share of Surviving Corporation's stock for each share of stock formerly held in Merging Corporation.

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:

HALLEN Corporation, a New York corporation ("Merging Corporation") shall merge into HALLEN Corporation, a Florida corporation ("Surviving Corporation") and each issued and outstanding share of Merging Corporation shall be
(Attach additional sheets if necessary)

"Fourth:", continued

shall be tendered to and cancelled by Surviving Corporation, and Surviving Corporation shall issue and deliver to each shareholder of Merging Corporation one share of Surviving Corporation's stock for each share of stock formerly held in Merging Corporation.