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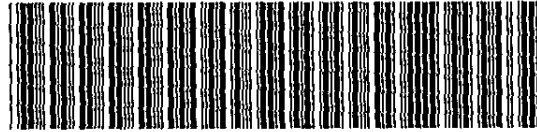
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04 DEC 27 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*AS12
12/21/04*

CORP DIRECT AGENTS, INC. (formerly CCRS)

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

***FILE SECOND!**

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK

DATE: 12-27-04

REF. #: 0171.33241

CORP. NAME: PATRICK DONNALLY ASSOCIATES, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 510826 FOR \$ 78.75.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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Examiner's Initials

**ARTICLES OF MERGER OF
PATRICK DONNALLY ASSOCIATES
WITH AND INTO
PATRICK DONNALLY ASSOCIATES, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE 1 - PLAN OF MERGER

The Plan of Merger of PATRICK DONNALLY ASSOCIATES, a California corporation (the "California Corporation"), with and into PATRICK DONNALLY ASSOCIATES, INC., a Florida corporation (the "Florida Corporation"), with the Florida Corporation being the surviving corporation, is set forth below:

**"PLAN OF MERGER OF
PATRICK DONNALLY ASSOCIATES
WITH AND INTO
PATRICK DONNALLY ASSOCIATES, INC.**

1. **PATRICK DONNALLY ASSOCIATES**, a California corporation (the "California Corporation"), shall merge with and into **PATRICK DONNALLY ASSOCIATES, INC.**, a Florida corporation (the "Florida Corporation"), with the Florida Corporation as the surviving corporation.

2. Upon the consummation of the merger of the California Corporation with and into the Florida Corporation, the separate existence of the California Corporation shall cease. The Florida Corporation, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the Florida Corporation shall not be affected by the merger and upon the merger, the Florida Corporation, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the California Corporation prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with the California Corporation shall be preserved and remain unimpaired by the merger, all liens upon the properties of the California Corporation shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the California Corporation shall henceforth attach to the Florida Corporation and may be enforced against the Florida Corporation to the same extent as if such obligations and duties

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have been incurred by the Florida Corporation. Additionally, any existing claim or action or proceeding pending by or against the California Corporation or the Florida Corporation may be continued as if the merger did not occur or the Florida Corporation may be substituted in such proceedings for the California Corporation.

3. The manner and basis of converting the shares of the California Corporation and the Florida Corporation into shares of the Florida Corporation are as follows:

(a) On the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of the Florida Corporation issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

(b) On the effective date of the merger, each share of common stock of the California Corporation issued and outstanding shall be cancelled and retired and all certificates representing such shares of stock shall be cancelled and no cash, securities, property or other forms of consideration shall be issued with respect to such stock in connection with the merger.

4. The Articles of Incorporation of the Florida Corporation in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of the Florida Corporation.

5. The Bylaws of the Florida Corporation in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Bylaws of the Florida Corporation.

6. For federal tax purposes, the merger of the California Corporation with and into the Florida Corporation shall be treated as an "F" reorganization in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and as such, the federal identification number of the Florida Corporation shall be the same as the federal identification number of the California Corporation and the California Corporation's S election shall remain in effect for the Florida Corporation.

7. The effective date of the merger shall be the date of filing of these Articles of Merger with the Florida Department of State."

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ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of the Florida Corporation and by the shareholders and directors of the California Corporation by written consents dated December 22, 2004.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the merger shall be the date of filing of these Articles of Merger with the Florida Department of State.

DATED this 22nd day of December, 2004.

**PATRICK DONNALLY ASSOCIATES,
a California corporation**

By: Patrick A. Donnally
Patrick A. Donnally, President

**PATRICK DONNALLY ASSOCIATES,
INC., a Florida corporation**

By: Patrick A. Donnally
Patrick A. Donnally, President

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