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TALLAHASSEE, FLORIDA

PS 11/8/05  
merfer



ATTORNEYS AT LAW

SCOTT, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

November 1, 2005

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

Re: Pearlco, Inc. of Florida

Ladies/Gentlemen:

Enclosed please find for filing Articles of Merger pursuant to Section 607.1105 of the Florida Statutes. Also enclosed please find checks totaling \$78.75 representing the filing fee for each merging and each surviving corporation, along with an amount for a certified copy of the Articles of Merger. Finally, please find a Plan of Merger.

If you have any questions, please do not hesitate to contact the undersigned.

Yours truly,

Kevin M. Rys

KMR:blj  
Encs.

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PEARLCO, INC. OF FLORIDA  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

KEVIN M. RYS  
(Contact Person)

SCOTT, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.  
(Firm/Company)

4400 PGA BLVD., SUITE 800  
(Address)

PALM BEACH GARDENS, FL 33410  
(City/State and Zip Code)

For further information concerning this matter, please call:

KEVIN M. RYS  
(Name of Contact Person)

At ( 561 ) 624-3900  
(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)
PEARLCO, INC. OF FLORIDA	FLORIDA	P05000057949

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PEARLCO, INC.	Maryland	D03075843

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TALLAHASSEE, FLORIDA

**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 OCTOBER 17, 2005.

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 OCTOBER 17, 2005.

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)

## **PLAN OF MERGER**

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, this document is a plan of merger by which **Pearlco, Inc.**, a Maryland corporation ("Pearlco Maryland") will merge into **Pearlco, Inc. of Florida**, a Florida corporation ("Pearlco Florida"). The Plan of Merger is as follows:

1. Name of the Corporation proposing to merge:  
  
**Pearlco, Inc.**, a Maryland corporation
2. Name of the Surviving Corporation:  
  
**Pearlco, Inc. of Florida**, a Florida corporation
3. Terms and Conditions of the proposed merger are as follows:
  - (a) The Plan of Merger will be presented to the shareholders of Pearlco Maryland for approval on or before October 31, 2005.
  - (b) The Plan of Merger will be presented to the shareholders of Pearlco Florida for approval on or before October 31, 2005.
  - (c) The office of the Surviving Corporation will be 1048 Diamond Head Way, Palm Beach Gardens, Florida 33418.
  - (d) The members of the Board of Directors of the Surviving Corporation will continue to be Warren F. Siegel and Pearl J. Siegel.
  - (e) The officers of the Surviving Association will be as follows:  
  
Warren F. Siegel - President  
  
Pearl J. Siegel - Vice President  
  
Warren F. Siegel - Treasurer  
  
Pearl J. Siegel - Secretary
  - (f) The effective date of the merger will be the date the Articles of Merger are filed with the Florida Department of State.
  - (g) Prior to the date the merger becomes effective, unless the parties hereto shall otherwise agree in writing or is otherwise contemplated by this plan: (1) the business of the parties will be conducted in the ordinary and

usual course; (2) the Surviving Corporation shall not: (i) amend its Articles of Incorporation or By-Laws, (ii) change, combine, or reclassify the memberships of members of a party inconsistent with its By-Laws in existence on the date of this Plan; (3) no party to this agreement will: (i) declare, set aside or make distribution of any property with respect to a party, or (ii) enter any new contracts or hire any new employees; (4) each party shall use its best efforts to preserve intact its business organization (to keep available the services of its current officers and current employees) , and to preserve the good will of those having business relationships with them.

~~4. The shares of the Pearleo Maryland will be redeemed for one share in the surviving corporation upon the effective date of the proposed merger.~~

~~OR~~

4. The shares of Pearleo Maryland will be redeemed for par value upon the effective date of the proposed merger.
5. The Articles of Incorporation of the Surviving Corporation, and the By-Laws of the Surviving Corporation will not be amended
6. The Board of Directors of Pearleo Maryland and Pearleo Florida may agree to future amendments to this Plan of Merger provided that no such amendment will materially, substantially or adversely affect the rights of any shareholder of Pearleo Maryland or Pearleo Florida..

IN WITNESS WHEREOF, each corporation to this Plan of Merger has executed this document with full authority in accordance with its governing documents.

**"Merging Corporation"**

**"Surviving Corporation"**

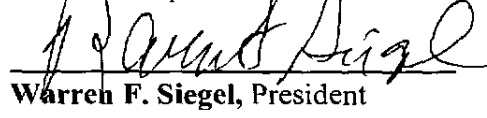
**"Pearleo Maryland"**

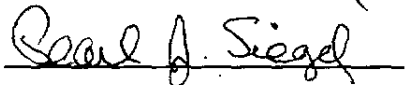
**"Pearleo Florida"**

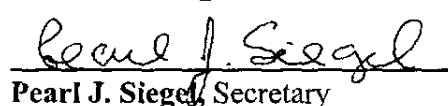
**PEARLCO, INC.,**  
a Maryland corporation

**PEARLCO, INC. OF FLORIDA,**  
a Florida corporation



  
Warren F. Siegel, President



  
Pearl J. Siegel, Secretary

(Corporate Seal)

(Corporate Seal)

Date: 10/17/05

Date: 10-17-05

Name of Corporation

Typed or Printed Name of Individual & Title

Hand Signed

WARREN F. SIEGEL, D,P,T

Beal's Siegel

PEARL J. SIEGEL, D,VP,S

Walter Perry

WARREN F. SIEGEL, D,P,T,S

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