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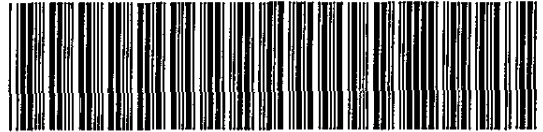
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*Effective  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ALABAMA  
°° ALSO LICENSED IN GEORGIA  
AND PENNSYLVANIA

April 21, 2005

6469-2

### VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

### Re: Corporate Merger

Dear Sir or Madam:

Enclosed for filing please find Articles of Merger whereby three Massachusetts corporations are merging into a newly formed Florida corporation by the name of E. CIAMPI REALTY OF FLORIDA, INC. Also enclosed please find our check for the filing fee in the amount of \$140.00, based on the number of parties to the merger.

Also enclosed is a separate check made payable to Florida Secretary of State in the amount of \$8.75. Please provide us with a certified copy of the Articles of Merger. I have attached a photocopy for your use. Please note that the effective date of the merger is May 1, 2005.

Please also find enclosed for filing Articles of Merger whereby a Massachusetts corporation called JENNINGS STREET MINIT CAR WASH, INC., merges into the recently formed JENNINGS STREET MINIT CAR WASH OF FLORIDA, INC. A separate check for the filing fee, made payable to Florida Secretary of State, in the amount of \$70.00 is enclosed, together with a check for \$8.75 for a certified copy of these Articles of Merger and note that I have again enclosed a photocopy for your convenience.

Should you have any questions for me as to these filings, please do not hesitate to contact me immediately at (941) 954-4691. Thank you for your assistance.

Sincerely,

Victor G. Santiago

*Effective May 1, 2005*

FILED  
05 APR 22 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF JENNINGS STREET MINIT CAR WASH, INC., INTO  
JENNINGS STREET MINIT CAR WASH OF FLORIDA, INC.**

Pursuant to the provisions of Section 607.1105, et. seq. of the Florida Statutes and Chapter 156, Section 11.01 et. seq. of the General Laws of Massachusetts, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the Shareholders of each of the undersigned Corporations in a manner prescribed by the Florida Business Corporation Act and the General Laws of Massachusetts. The Plan of Merger is attached to these Articles of Merger as **Exhibit "A"** and incorporated by reference herein. The effective date of the Plan of Merger is May 1, 2005.

2. The dates of adoption of the Plan of Merger by the Shareholders were:

<u>Name of Corporation</u>	<u>Date</u>
JENNINGS STREET MINIT CAR WASH, INC., a Massachusetts corporation	April 15, 2005
JENNINGS STREET MINIT CAR WASH OF FLORIDA, INC., a Florida corporation	April 15, 2005

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
JENNINGS STREET MINIT CAR WASH, INC.	100
JENNINGS STREET MINIT CAR WASH OF FLORIDA, INC.	100

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
JENNINGS STREET MINT CAR WASH, INC.	100	-0-
JENNINGS STREET MINT WASH OF FLORIDA, INC.	100	-0-

DATED: April 15, 2005.

JENNINGS STREET MINT CAR WASH, INC.  
a Massachusetts corporation,

[Corporate Seal]

By: Richard Ciampi  
Richard Ciampi  
Its: President

JENNINGS STREET MINT CAR WASH OF  
FLORIDA, INC., a Florida corporation

[Corporate Seal]

By: Richard Ciampi  
Richard Ciampi  
Its: President

**EXHIBIT "A"**  
**PLAN OF MERGER**

THIS PLAN OF MERGER dated April 15, 2005, between JENNINGS STREET MINIT CAR WASH OF FLORIDA, INC., a Florida corporation (hereinafter referred to as "JENNINGS STREET OF FLORIDA" or "Surviving Corporation"), and JENNINGS STREET MINIT CAR WASH, INC., a Massachusetts corporation (hereinafter referred to as "JENNINGS STREET OF MASSACHUSETTS" or "Absorbed Corporation").

WITNESSETH:

WHEREAS, JENNINGS STREET OF MASSACHUSETTS is a corporation organized and existing under the laws of the State of Massachusetts with its principal office at 143 Shrewsbury Street, Worcester, Massachusetts 01604; and

WHEREAS, JENNINGS STREET OF MASSACHUSETTS has a capitalization of One Hundred (100) authorized shares of no Par Value Common Stock, of which ONE HUNDRED (100) shares are issued and outstanding; and

WHEREAS, JENNINGS STREET OF FLORIDA is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1849 Whispering Pines Circle, Englewood, FL 34223; and

WHEREAS, JENNINGS STREET OF FLORIDA has a capitalization of Seventy-Five Hundred (7,500) authorized shares no Par Value Common Stock of which ONE HUNDRED (100) shares are issued and outstanding; and

WHEREAS, The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that JENNINGS STREET OF MASSACHUSETTS be merged into JENNINGS STREET OF FLORIDA, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act and Chapter 156, Section 11.01 et. seq. of the General Laws of Massachusetts, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

#### **SECTION ONE - MERGER**

Effective May 1, 2005, JENNINGS STREET OF MASSACHUSETTS shall merge with and into JENNINGS STREET OF FLORIDA, which will be the Surviving Corporation. The name of the Surviving Corporation shall be JENNINGS STREET MINIT CAR WASH OF FLORIDA, INC.

#### **SECTION TWO - TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

### **SECTION THREE - CONVERSION OF SHARES**

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of the no Par Value Common Stock of JENNINGS STREET OF MASSACHUSETTS issued and outstanding on the effective date of the merger shall be converted into one (1) share of the no Par Value Common Stock of JENNINGS STREET OF FLORIDA, which shares of Common Stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of Common Stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. One additional share of the Surviving Corporation shall be issued for each one share of the Absorbed Corporation surrendered in exchange therefor.

### **SECTION FOUR - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE**

The Surviving Corporation will continue to be treated as a C Corporation under the Internal Revenue Code of 1986, as amended. When the Absorbed Corporation, a C Corporation, shall cease on the effective date of the merger, the taxable year of the Absorbed Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities of the Absorbed Corporation.

## **SECTION FIVE - CHANGES IN ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

## **SECTION SIX - CHANGES IN BYLAWS**

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

## **SECTION SEVEN - DIRECTORS AND OFFICERS**

The Board of Directors of the Surviving Corporation shall consist of a minimum of one member. The Director of the Surviving Corporation on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of the Surviving Corporation or until his successor has been duly elected or appointed and qualified:

Richard Ciampi

The officers of the Surviving Corporation on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of the Board of Directors or until his successors have been duly elected or appointed and qualified:

President:	Richard Ciampi
Secretary:	Richard Ciampi
Treasurer:	Richard Ciampi

## **SECTION EIGHT - PROHIBITED TRANSACTIONS**

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.



**SECTION NINE - APPROVAL BY SHAREHOLDERS**

This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Massachusetts at meetings to be held on or before April 15, 2005, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

**SECTION TEN - EFFECTIVE DATE OF MERGER**

The effective date of this merger shall be May 1, 2005.

**SECTION ELEVEN - ABANDONMENT OF MERGER**

This Plan of Merger may be abandoned by actions of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date, if the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before April 15, 2005.

**SECTION TWELVE - EXECUTION OF AGREEMENT**

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

(Corporate Seal)

JENNINGS STREET MINIT CAR WASH, INC.,  
a Massachusetts Corporation

By: Richard Ciampi  
Richard Ciampi, President

Attest:

Richard Ciampi  
Richard Ciampi, Secretary

JENNINGS STREET MINIT CAR WASH OF  
FLORIDA, INC., a Florida corporation

(Corporate Seal)

By: Richard Ciampi  
Richard Ciampi, President

Attest:

Richard Ciampi  
Richard Ciampi, Secretary