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DIVISION OF CORPORATIONS
2006 MAY 25 AM 11:46

merger.

JB

6/5

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Diversified Enterprises of America, 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:

John J. Aaron
(Contact Person)

DEA
(Firm/Company)

8048 Moonlight Lane
(Address)

New Port Richey, Fl 34654
(City/State and Zip Code)

For further information concerning this matter, please call:

John J. Aaron At (727) 841-6667
(Name of Contact Person) (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)
<u>Diversified Enterprises of America, Inc.</u>	<u>A Florida Corporation</u>	<u>P06000050307</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Diversified Enterprises, Inc.</u>	<u>A Florida Corporation</u>	<u>P97000039214</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 05 / 26 / 2006 (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 May 1, 2006

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 May 13, 2006

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

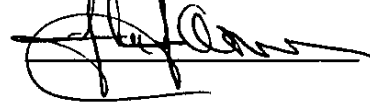
Typed or Printed Name of Individual & Title

Diversified Enterprises of America, Inc.



Kenneth B. Choco, President

Diversified Enterprises, Inc.



John J. Aaron, President

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:

Name

Jurisdiction

Diversified Enterprises of America, Inc.

A Florida Corporation

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Diversified Enterprises, Inc.

A Florida Corporation

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

Diversified Enterprises of America, Inc. a Florida corporation shall assume all customer base and assets of Diversified Enterprises, Inc. a Florida corporation. Corporate Debt of Diversified Enterprises Inc. shall be assumed by Diversified Enterprises of America 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:

Conversion ratio set at .0125 Diversified Enterprises of America, Inc. per share of Diversified Enterprises, Inc. the converted stock is to be non-voting, and maybe cashed out at anytime at the holders option within a 90 day term upon filing of the merger at the Diversified Enterprises of America, Inc. share price of \$30.00 per share (thirty dollars). All converted shares to be stamped non-voting on back.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

NA

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: