P06000055311

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NOV. 10, 2006

COVER LETTER

TO: Amendment Section Division of Corporations	
SUBJECT: Massie Corporation	
(Name of Survivin	ng Corporation)
The enclosed Articles of Merger and fee are sub	mitted for filing.
Please return all correspondence concerning this	s matter to following:
Jeffrey H Massie	
(Contact Person)	
Massie Corporation	
(Firm/Company)	
2175 Sunnyside Ln	
(Address)	
Sarasota, FL 34239	
(City/State and Zip Code)	
For further information concerning this matter, p	blease call:
Jeffrey H Massie (Name of Contact Person)	At (941) 400-8976 (Area Code & Daytime Telephone Number)
Certified copy (optional) \$8.75 (Please send a	an additional copy of your document if a certified copy is requested)
STREET ADDRESS:	MAILING ADDRESS:
Amendment Section	Amendment Section
Division of Corporations	Division of Corporations
Clifton Building	P.O. Box 6327
2661 Executive Center Circle Tallahassee, Florida 32301	Tallahassee, Florida 32314

EFFECTIVE DATE

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:

Name	Jurisdiction	Document Number (If known/ applicable)
Massie Corporation	Florida	P06000055317
Second: The name and jurisdiction of each	h merging corporation:	
Name	Jurisdiction	Document Number (If known/ applicable)
Massie Corporation of Sarasota	Florida	P06000095007
		DECRETARY PH 1: 02
		2 PH 1:
Third: The Plan of Merger is attached.		02
Fourth: The merger shall become effective Department of State.	e on the date the Articles of Mer	ger are filed with the Florida
OR 11 / 16 / 06 (Enter a specifi	c date. NOTE: An effective date cannot after merger file date.)	ot be prior to the date of filing or more
Fifth: Adoption of Merger by surviving of The Plan of Merger was adopted by the sha		
The Plan of Merger was adopted by the boa	ard of directors of the surviving c r approval was not required.	orporation on
Sixth: Adoption of Merger by merging co The Plan of Merger was adopted by the sha	rporation(s) (COMPLETE ONLY (reholders of the merging corpora	ONE STATEMENT) ution(s) on 10/26/2006
The Plan of Merger was adopted by the boa		

(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
Massie Corporation		Jeffrey H Massie, CEO
Massie Corporation of Sarasota		Jeffrey H Massie, President
		.72
-		

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	<u>Jurisdiction</u>	
Massie Corporation	Florida	
The name and jurisdiction of each subsidiary	corporation:	
<u>Name</u>	Jurisdiction	w .
Massie Corporation of Sarasota	Florida	
		
The manner and basis of converting the shares		_

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All common stack issued is owned by pressile Congeration.

All essets securities and interests will be owned by The holders of record of The common stook of notice congeration.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: MA