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10 DEC 17 PM 1:22

APPROVED
AND
FILED

Merger
4/10/10
TL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: D.M.S. RECYCLING, 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:

LOUIS J. CARBONE, ESQ

Contact Person

LAW OFFICES OF LOUIS J. CARBONE, PA.

Firm/Company

90 SE 4TH AVENUE SUITE 1

Address

DELRAY BEACH, FLORIDA 33483

City/State and Zip Code

LJCLEGAL @AOL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LOUIS J. CARBONE

Name of Contact Person

At (561) 272-0282

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)
D.M.S. RECYCLING, INC	FLORIDA	P07000119090

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
R.V. HENDRIX ENTERPRISES, INC	FLORIDA	H84797
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on DECEMBER 15, 2010 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on DECEMBER 15, 2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

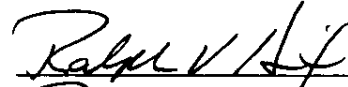
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

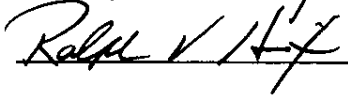
Typed or Printed Name of Individual & Title

R.V. HENDRIX
ENTERPRISES, INC.



RALPH V. HENDRIX

D.M.S RECYCLING INC



RALPH V. HENDRIX

PLAN OF MERGER

(Non Subsidiaries)

Between

R.V. HENDRIX ENTERPRISES, INC

And

D.M.S. RECYCLING, INC

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.

RECITALS

WHEREAS, R.V. HENDRIX ENTERPRISES, INC., ("R.V. Hendrix") a Florida corporation having an address at 316 Sweet Bay Circle Jupiter, Florida 33458 was incorporated on November 12, 1985 for the purposes of owning, leasing and/or managing certain equipment and assets and to engage in all lawful business purposes; and

WHEREAS, D.M.S. RECYCLING, INC., ("D.M.S Recycling") a Florida corporation having an address at 9740 West Boynton Beach Boulevard Boynton Beach, Florida 33472 was incorporated on October 31, 2007 for the purposes of owning, leasing and/or managing certain equipment and assets and to engage in all lawful business purposes; and

WHEREAS, the Board of Directors of R.V. Hendrix have determined that it is in the best interest of the business of the corporation to merge and consolidate its business interest and assets into D.M.S Recycling; and

WHEREAS, the Board of Directors of the D.M.S Recycling have determined that it is in the best interest of the business of the corporation for R.V. Hendrix to merge and consolidate its business interest and assets into D.M.S Recycling; and

NOW THEREFORE, it has been determined that a consolidation of assets and resources through a merger of the R.V. Hendrix and D.M.S Recycling will ensure the most economical and efficient structure for fulfillment of the organizational purposes of DMS Recycling and the following Plan of Merger is hereby adopted.

FIRST: The exact name, form/entity type and jurisdiction for each **Merging party** as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
R.V. HENDRIX ENTERPRISES, INC.,	FLORIDA	CORPORATION

SECOND: The exact name, form/entity type and jurisdiction of the **Surviving Party** as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
D.M.S. RECYCLING, INC.,	FLORIDA	CORPORATION

THIRD: The terms and conditions of the Merger are as follows:

- a. The effective date ("Effective Date") of the merger shall be upon the date of filing with the Florida Department of State Division of Corporations the Articles of Merger.
- b. The Plan of Merger shall be adopted by a majority of a quorum of the Board of Directors of D.M.S Recycling and R.V. Hendrix and Articles of Merger shall be filed with the Florida Department of State Division of Corporations.
- c. D.M.S Recycling and R.V. Hendrix shall each provide a certificate of good standing from the Secretary of State of Florida stating that said entity is in good standing in the State of Florida.
- d. On the Effective Date, R.V. Hendrix shall merge into D.M.S Recycling the surviving corporation, and the separate existence of the R.V. Hendrix shall cease.
- e. Upon completion of the merger, the members of the Board of Directors of R.V. Hendrix and the terms and conditions of service for said members of the Board of Directors of R.V. Hendrix shall remain unchanged.
- f. Upon completion of the merger, a final tax return shall be filed with respect to R.V. Hendrix.

FOURTH:

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interest shares obligations or other securities of the survivor in whole or in part, into cash or other property is as follows:

- a. Upon completion of the merger, all assets, tangible and intangible, owned by R.V. Hendrix shall become the sole property of the successor corporation, D.M.S Recycling and all agreements and obligations between R.V. Hendrix and D.M.S Recycling shall be extinguished upon the merger. The title to all vehicles, equipment and other property, or any interest therein, owned by each corporation party to the merger is vested in the surviving corporation without reversion or impairment and all necessary steps to transfer, assign and merge such vehicles, equipment and other property into D.M.S Recycling shall be accomplished as soon as practicable.
- b. All shares of stock in R.V. Hendrix shall be converted into shares of stock in D.M.S Recycling on a pro-rata basis and such shares of R.V. Hendrix shall be cancelled and retired and shall cease to exist and each holder of a certificate representing such shares shall thereafter cease to have any rights with respect to such shares.
- c. On the effective date of the merger, all known and all unknown current and future liabilities of R.V. Hendrix shall become the sole responsibility of D.M.S. Recycling which shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger.
- d. Any claim existing or action or proceeding pending by or against R.V. Hendrix or D.M.S. Recycling may be continued as if the merger did not occur or D.M.S. Recycling may be substituted in the proceeding for R.V. Hendrix.
- e. Neither the rights of creditors nor any liens upon the property of R.V. Hendrix or D.M.S. Recycling shall be impaired by such merger.
- f. The officers of R.V. Hendrix immediately prior to the Effective Date shall be the officers of the Surviving corporation following the merger.
- g. The Bylaws and articles of incorporation and of D.M.S. Recycling and R.V. Hendrix may be amended as provided to reflect the merger of R.V. Hendrix into D.M.S. Recycling.

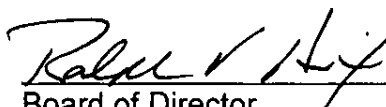
FIFTH :

General Provisions to the Plan of Merger.


- a. Further Assurances. Each party hereto agrees that such party shall, from time to time and at any time, upon request of the other party hereto execute, acknowledge and deliver in proper form any instruments or conveyance, documents, amendments to documents, and other further assurances necessary or desirable to effectuate the transactions contemplated herein.
- b. General Authority. The officers, attorneys, accountants or other agents or employees of the Parties are hereby authorized to do all acts and things required of them by this Plan of Merger and to do all acts and things which are desirable and consistent with the requirements hereof, for the full, punctual and complete performance of all the terms, covenants and agreements contained herein.
- c. Severability of Invalid Provisions. If anyone or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provisions of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements or provisions, and shall in no way affect the validity of any of the other provisions hereof.
- d. Repealing Clause. All resolutions or parts thereof in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

The foregoing Plan has been duly adopted by the Board of Directors of R.V. Hendrix into D.M.S. Recycling this 15th day of December, 2010.

R.V. HENDRIX ENTERPRISES, INC.


Board of Director

D.M.S. RECYCLING, INC.


Board of Director