

P07000132319

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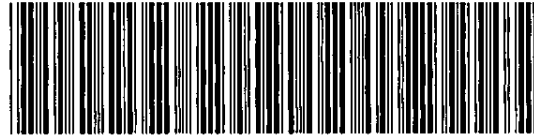
(Business Entity Name)

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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OCT 28 2008

EXAMINER



CT

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

October 28, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7398522 SO
Customer Reference 1: Rex
Customer Reference 2: None Given

Dear Department of State, Florida:

Please file the attached:

Rex Capital, Inc. (FL)
Merger (Survivor)
Florida

Rex Capital, Inc. (FL)
Obtain Document - Misc - Certified copy of merger filing
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

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)
Rex Capital, Inc.	Florida	PO7000132319

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Rex, Inc.	Rhode Island	Not applicable

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 December 15, 2007.

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 December 15, 2007.

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)

[illegible]

Rex, Inc.

Signature of an Officer or Director

X *shu* *shu*
X *shu* *shu*

Typed or Printed Name of Individual & Title

David P. Mixer, President

David P. Mixer, 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

Rex Capital, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Rex, Inc.

Rhode Island

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

SEE EXHIBIT A ATTACHED HERETO

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:

SEE EXHIBIT A ATTACHED HERETO

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

Not applicable

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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 **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Not applicable

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

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:

(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:

Exhibit A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of the 15th day of December, 2007 between REX CAPITAL, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation"), and REX, INC., a Rhode Island corporation (hereinafter referred to as the "Merged Corporation") (hereinafter the Merged Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Surviving Corporation is duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation has authorized capital stock consisting of three thousand (3,000) shares of Common Stock, \$.01 par value, of which one thousand (1,000) shares have been duly issued and are now outstanding; and

WHEREAS, David P. Mixer (the "Surviving Corporation's Shareholder") owns all of the issued and outstanding shares of the Surviving Corporation; and

WHEREAS, the Merged Corporation is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the Merged Corporation has authorized capital stock consisting of eight thousand (8,000) shares of Common Stock, \$.01 par value, of which one hundred (100) shares have been duly issued and are now outstanding; and

WHEREAS, the Surviving Corporation's Shareholder is also the owner of all of the issued and outstanding shares of the Merged Corporation (the "Merged Corporation's Shareholder"); and

WHEREAS, the Surviving Corporation's Shareholder and the Merged Corporation's Shareholder are sometimes collectively referred to hereinafter as the "Shareholders"; and

WHEREAS, the boards of directors of the Constituent Corporations deem it advisable and in the best interests of the respective Constituent Corporations and the Shareholders that the Merged Corporation be merged with and into the Surviving Corporation under and pursuant to Section 7-1.2-1006 of the Rhode Island Business Corporation Act and Section 607.1107 of the Florida Business Corporation Act, in a transaction that is treated as a merger under Section 368(a)(1)(A) of the Internal Revenue Code.

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

COPY

1. Merger. The Merged Corporation shall merge with and into the Surviving Corporation, which shall be the Surviving Corporation, in a transaction that is treated as a merger under Section 368(a)(1)(A) of the Internal Revenue Code.

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

3. Conversion of Shares. The manner and basis of converting the shares of the Merged Corporation into shares of the Surviving Corporation are as follows:

(a) Each share of the Common Stock of the Merged Corporation issued and outstanding on the effective date of the merger shall be canceled, and no payment shall be made to the holder thereof with respect thereto.

(b) Each share of the Common Stock of the Surviving Corporation issued and outstanding on the effective date of the merger shall remain issued and outstanding.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the merger, shall continue to be the Articles of Incorporation of said Surviving Corporation following the effective date of the merger, until further amended and changed pursuant to the provisions of the Florida Business Corporation Act.

5. Purposes of Surviving Corporation. The purposes set forth in the Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the merger, shall continue in full force and effect as the purposes of the Surviving Corporation following the effective date of the merger.

6. By-laws of Surviving Corporation. The By-laws of the Surviving Corporation, as in effect on the effective date of the merger, shall continue to be its By-laws following the effective date of the merger.

7. Sole Director and Officers. The sole director and officers of the Surviving Corporation on the effective date of the merger shall continue as the sole director and officers of the Surviving Corporation following the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Approvals. This Agreement requires the approval of the board of directors and the Merged Corporation's Shareholder of the Merged Corporation pursuant to Section 7-1.2-1002 of

the Rhode Island Business Corporation Act and the approval of the board of directors and the Surviving Corporation's Shareholder pursuant to Section 607.1103 of the Florida Business Corporation Act, which approvals have been obtained.

9. Effective Date of the Merger.

(a) This Agreement and the merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State and upon the filing of the Articles of Merger with the Rhode Island Secretary of State.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

10. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Florida and, insofar as applicable, by the merger provisions of the Rhode Island Business Corporation Act.


11. Counterparts, Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

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COPY


IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to authority duly granted by the directors and the Shareholders of the Constituent Corporations, has caused this Agreement to be executed by its duly authorized officers.

ATTEST:




Name: David P. Mixer
Title: Secretary

REX CAPITAL, INC.
(a Florida corporation)

By: 

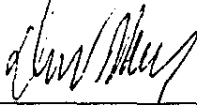
Name: David P. Mixer
Title: President

ATTEST:



Name: David P. Mixer
Title: Secretary

REX, INC.
(a Rhode Island corporation)

By: 

Name: David P. Mixer
Title: President

COPY

[Signature Page to Agreement and Plan of Merger of
the merger of Rex, Inc. (RI) into
Rex Capital, Inc.]