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Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6380

From: Account Name : ANDREW J. BRITTON, P.A.
Account Number : I19990000131
Phone : (941) 408-8008
Fax Number : (941) 408-0722

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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Globe Trailer Properties, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$148.75

\$83.75

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EXAMINER

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TALLAHASSEE, FLORIDA

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Corporate Filing Menu

Help

ARTICLES OF MERGER

The undersigned business entities have adopted an agreement and plan of merger and hereby adopt these articles of merger. The name of the surviving corporation is Globe Trailer Properties, Inc.

Articles of Incorporation

The articles of incorporation of Globe Trailer Property, Inc., the surviving corporation have not been changed.

Agreement

The plan of merger is as follows: See copy of Agreement and Plan of Merger attached hereto and incorporated herein by reference.

Approval by Directors and General Partners

This Agreement and Plan of Merger of the undersigned business entities was adopted on December 22, 2008 by the directors and general partners of the respective business entities involved in this merger.

Effective Date

The merger of the undersigned business entities will become effective December 31, 2008.

Adoption of Agreement

The shareholders and partners of the business entities involved in this merger adopted the Agreement and Plan of Merger on December 22, 2008, pursuant to their unanimous written consent, and as required by the governing law of each constituent entity.

Dated: December 22, 2008.

Globe Trailer Properties, Inc., a Florida corporation

By: Jeffrey K. Walters, Sr.

Jeffrey K. Walters, Sr., President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22 day of December, 2008, by Jeffrey K. Walters, Sr., President of Globe Trailer Properties, Inc., who is ~~personally known to me or~~ who has produced _____ as identification.

Cynthia J. Cioffi
Notary Public

CYNTHIA J. CIOFFI
Name Printed

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Cynthia J. Cioffi
Commission #DD667553
Expires: JUNE 15, 2011
BONDED THRU ATLANTIC BONDING CO, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Globe Trailer Real Property Rentals, Ltd., a Florida limited partnership

By: American Torch Tip Company, L.C., a Florida Limited Liability Company, general partner of Globe Trailer Real Property Rentals, Ltd.

By: John D. Walters, Jr.
John D. Walters, Jr. Manager

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22 day of December, 2008, by John D. Walters, Jr., Manager of American Torch Tip Company, L.C., who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Cynthia J. Cioffi
Commission #DD667553
Expires: JUNE 15, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

Cynthia J. Cioffi
Notary Public
CYNTHIA J. CIOFFI
Name Printed

Globe Trailer Personal Property Rentals, Ltd., a Florida limited partnership

By: American Torch Tip Company, L.C., a Florida Limited Liability Company, general partner of Globe Trailer Personal Property Rentals, Ltd.

John D. Walters, Jr.
John D. Walters, Jr. Manager

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22 day of December, 2008, by John D. Walters, Jr., Manager of American Torch Tip Company, L.C., who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Cynthia J. Cioffi
Commission #DD667553
Expires: JUNE 15, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

Cynthia J. Cioffi
Notary Public
CYNTHIA J. CIOFFI
Name Printed

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TALLAHASSEE, FLORIDA

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**AGREEMENT AND PLAN OF MERGER
BETWEEN**

Globe Trailer Real Property Rentals, Ltd.,
(A Florida Limited Partnership)

Globe Trailer Personal Property Rentals, Ltd.
(A Florida Limited Partnership)

AND

Globe Trailer Properties, Inc.
(A Florida Corporation)

This Agreement and Plan of Merger is effective December 31, 2008, between Globe Trailer Real Property Rentals, Ltd., a Florida limited partnership, created under document no. A03000001756, ("Globe Real Property"), Globe Trailer Personal Property Rentals, Ltd., a Florida limited partnership, created under document no. A03000001755, (Globe Personal Property") and Globe Trailer Properties, Inc., a Florida corporation, created under document #P08000107875, ("Globe Properties").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the Florida Revised Uniform Limited Partnership Act of 2005 and the Florida Business Corporation Act, at the Effective Time, Globe Real Property and Globe Personal Property shall be merged with and into Globe Properties (the "Merger"), the separate and company existence of Globe Real Property and Globe Personal Property shall cease, and Globe Properties should continue under its present name (the "Surviving Corporation"). Globe Real Property, Globe Personal Property and Globe Properties are collectively referred to as the "Constituent Entities.".

2. The Merger shall become effective on December 31, 2008, which date shall be after the date that both a Certificate of Merger and the Certificate of Conversion have been filed with the Secretary of State of Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities.

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The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger:

(a) Daniel J. Walters, Steven C. Walters, Charles G. Walters, Jr., John D. Walters, III and Jeffrey K. Walters, Sr. will be receiving one (1) share in Globe Properties for each unit of partnership interest they hold in Globe Real Property and Globe Personal Property.

(b) John D. Walters will receive 1 share in Globe Properties in exchange for his interest in American Torch Tip Company, L.C., a Florida Limited Liability Company.

(c) Each issued and outstanding share of capital stock of Globe Properties shall remain issued and outstanding.

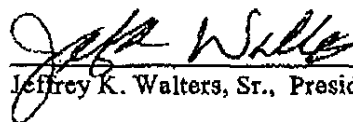
5. The Articles of Incorporation and Bylaws of Globe Properties in effect immediately prior to the Effective Time shall remain in effect and be the Articles of Incorporation of the Surviving Entity.

6. The present board of directors and officers of Global Properties shall continue to serve until the next annual meeting or until their successors have been elected and qualified.

7. The validity, interpretation and performance of this Agreement shall be governed by, construed and enforced in accordance with the laws of the State of Florida.

Globe Trailer Properties, Inc., a Florida corporation

By:



Jeffrey K. Walters, Sr., President

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22 day of December, 2008, by Jeffrey K. Walters, Sr., President of Globe Trailer Properties, Inc., who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Cynthia J. Cioffi
Commission #DD667553
Expires: JUNE 15, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

Cynthia J. Cioffi
Notary Public

CYNTHIA J CIOFFI
Name Printed

My Commission Expires:

Globe Trailer Real Property Rentals, Ltd., a Florida limited partnership

By: American Torch Tip Company, L.C., a Florida Limited Liability Company, general partner of Globe Trailer Real Property Rentals, Ltd.

By: John D. Walters, Jr.
John D. Walters, Jr. Manager

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22 day of December, 2008, by John D. Walters, Jr., Manager of American Torch Tip Company, L.C., who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Cynthia J. Cioffi
Commission #DD667553
Expires: JUNE 15, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

Cynthia J. Cioffi
Notary Public

CYNTHIA J CIOFFI
Name Printed

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TALLAHASSEE, FLORIDA

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Globe Trailer Personal Property Rentals, Ltd., a Florida
limited partnership

By: American Torch Tip Company, L.C., a Florida Limited
Liability Company, general partner of Globe Trailer
Personal Property Rentals, Ltd.

John D. Walters, Jr.
John D. Walters, Jr. Manager

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22 day of December,
2008, by John D. Walters, Jr., Manager of American Torch Tip Company, L.C., who is
personally known to me or who has produced _____ as identification.

Cynthia J. Cioffi
Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
Cynthia J. Cioffi
Commission #DD667553
Expires: JUNE 15, 2011
BONDED TO ATLANTIC BONDING CO., INC.

CYNTHIA J CIOFFI
Name Printed

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TALLAHASSEE, FLORIDA

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**Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership**

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Globe Trailer Real Property Rentals, Ltd.	FL	limited partnership
Globe Trailer Personal Property Rentals, Ltd.	FL	limited partnership
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Globe Trailer Properties, Inc.	FL	corporation

THIRD: The date the merger is effective under the governing laws of the surviving party is: December 31, 2008.

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law.

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FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:

Mailing address:

SIXTH: Other provisions, if any, relating to the merger:

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SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of each partnership and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
American Torch Tip Company, L.C. general partner of Globe Trailer Real Property Rentals, Ltd.	<i>John D. Walters, Jr.</i>	John D. Walters, Jr.
American Torch Tip, L.C. general partner of Globe Trailer Personal Property Rentals, Ltd.	<i>John D. Walters, Jr.</i>	John D. Walters, Jr.
Globe Trailer Properties, Inc.	<i>Jeffrey K. Walters, Jr.</i>	Jeffrey K. Walters, Jr.

Fees: Filing Fees: \$25.00 Per Party
 Certified Copy: \$52.50 (Optional)
 Certificate of Status: \$8.75 (Optional)

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