

P11000108189

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

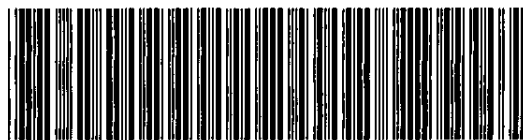
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 FEB 20 PM 1:48

FILED

merger

FEB 21 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Industrial Opportunity Southeast Partners, 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:

Gary M. Remer, Esq.

Contact Person

Maddin, Hauser, Wartell, Roth & Heller, P.C.

Firm/Company

28400 Northwestern Highway, Third Floor

Address

Southfield, MI 48084

City/State and Zip Code

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

For further information concerning this matter, please call:

Gary M. Remer

Name of Contact Person

At (248) 827-1863

Area Code & Daytime Telephone Number

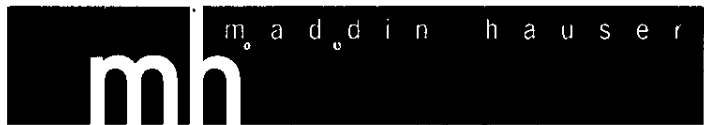
☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

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



Maddin Hauser Wartell Roth & Heller P C
a t t o r n e y s a n d c o u n s e l o r s

GARY M. REMER, ESQ.
Direct Dial (248) 827-1863
Direct Fax (248) 359-6163
E-Mail gremer@maddinhauser.com

28400 Northwestern Highway Third Floor Southfield, MI 48034-1839 (248) 354-4030 fax (248) 354-1422 www.maddinhauser.com

February 14, 2012

Ms. Thelma Lewis
Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Industrial Opportunity Southeast Partners, Inc.
Ref. Number P11000108189

Dear Ms. Lewis:

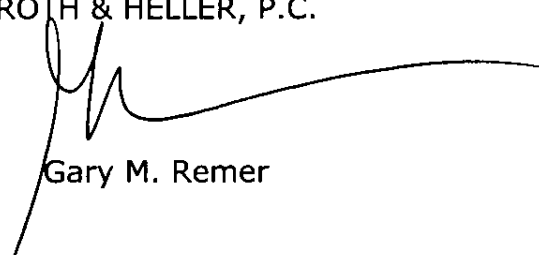
Pursuant to your letter dated January 23, 2012, a copy of which is enclosed, we have made the required revisions and have enclosed the following:

1. Cover Letter.
2. Articles of Merger.
3. Plan of Merger.
4. A check in the amount of \$35.00 payable to the Florida Department of State.

Please contact the undersigned if any questions should arise.

Very truly yours,

MADDIN, HAUSER, WARTELL,
ROTH & HELLER, P.C.



Gary M. Remer

GMR/dmg/1190178/13131-0001
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 23, 2012

GARY M REMER, ESQ.
MADDIN, HAUSER, WARTELL, ROTH ET AL
28400 NORTHWESTERN HIGHWAY, THIRD FLOOR
SOUTHFIELD, MI 48034

SUBJECT: INDUSTRIAL OPPORTUNITY SOUTHEAST PARTNERS, INC.
Ref. Number: P11000108189

We have received your document for INDUSTRIAL OPPORTUNITY SOUTHEAST PARTNERS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance of \$35.00 due.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 912A00001544

RECEIVED
12 FEB 20 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Industrial Opportunity Southeast Partners, Inc.	PaFlorida	P11000108189

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Galambos & Associates, Inc.	Michigan	02125J

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 14, 2011.

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 14, 2011.

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)

FILED
12 FEB 20 PM 1:48
STATE OF FLORIDA
TALLAHASSEE

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Industrial Opportunity
Southeast Partners, Inc.



Nicholas Galambos, President

Galambos & Associates, Inc.



Nicholas Galambos, President

PLAN OF MERGER

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:

<u>Name</u>	<u>Jurisdiction</u>
Industrial Opportunity <u>Southeast Partners, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Galambos & Associates, Inc.</u>	<u>Michigan</u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

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

See Attached

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 Attached

(Attach additional sheets if necessary)

ATTACHMENT
PLAN OF MERGER

(Non Subsidiaries)

Industrial Opportunity Southeast Partners, Inc. (Surviving)
Galabos & Associates, Inc. (Merging)

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

The Surviving corporation shall have all of the rights, privileges, immunities, and franchises, public or private, of the Merging corporation, and all property, real, personal and mixed, and all accounts receivable on whatever account, including choses in action. Further, the Surviving corporation from the date hereof shall be and is responsible and liable for all liabilities and obligations of each of the Merging corporation, and a claim existing or action or proceeding pending by or against the Merging corporation may be prosecuted as if the merger had not taken place or the Surviving corporation may be substituted in its place. The rights of creditors and any lien upon the property of any corporation are not impaired by the merger hereof.

Fourth:

Each constituent corporation has identical ownership. After the effective date, by virtue of the merger and without action on the part of the shareholders, each share of issued and outstanding stock of the Merging corporation shall be cancelled and the issued and outstanding stock of the Surviving corporation shall continue to exist without change.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: