

P12000102282

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

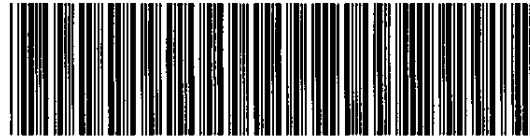
(Business Entity Name)

(Document Number)

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12/26/12--01051--006 **43.75

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FILED
13 JAN 15 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 16 2013
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SHORECO FLORIDA KEYS, 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:

JOE A. CATARINEAU, ESQ.
Contact Person

JOE A. CATARINEAU, PA
Firm/Company

91750 OVERSEAS HIGHWAY
Address

TAVERNIER, FL 33070
City/State and Zip Code

JOE@TAXCATCPA.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOE A. CATARINEAU At (305) 852-4833
Name of Contact Person 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 2, 2013

JOE A. CATARINEAU, ESQ.
JOE A. CATARINEAU, PA
91750 OVERSEAS HWY
TAVERNIER, FL 33070

SUBJECT: SHORECO FLORIDA KEYS, INC.
Ref. Number: P12000102282

We have received your document for SHORECO FLORIDA KEYS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 due of \$35.00.~~

~~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) 245-6050.

Tina Roberts
Regulatory Specialist II

Letter Number: 813A00000040

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

13 JAN 15 AM 7:57

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

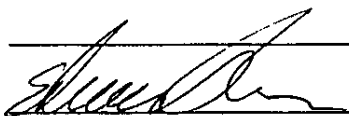
SHORECO FLORIDA



EDWARD SHORE, PRESIDENT

KEYS, INC.

SHORECO, INC.



EDWARD SHORE, PRESIDENT

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of the 31st day of December, 2012, by and between **SHORECO, INC.**, a Rhode Island corporation ("Shoreco-RI"), and **SHORECO FLORIDA KEYS, INC.**, a Florida corporation ("Shoreco-FL").

W I T N E S S E T H:

WHEREAS, Shoreco-RI and Shoreco-FL desire to merge upon the terms and subject to the conditions of this Agreement; and

WHEREAS, the sole shareholder of Shoreco-RI and Shoreco-FL is Edward L. Shore of Key Largo, Florida.

ARTICLE I

THE TERMS OF THE MERGER; EFFECTIVE DATE.

1.1 The Terms and Conditions of the Merger. Shoreco-RI and Shoreco-FL, as the constituent corporations, shall merge and are hereby merged together into a single corporation, with Shoreco-FL as the surviving corporation, and the separate corporate existence of Shoreco-RI shall thereupon cease.

1.2 Effective Date. The parties shall cause Articles of Merger meeting the requirements of law to be properly executed and filed in the State of Rhode Island and State of Florida. The Merger shall become effective on December 31, 2012 (the "Effective Date").

ARTICLE II

ARTICLES OF INCORPORATION; BY-LAWS OF SHORECO-FL AS THE SURVIVING CORPORATION.

2.1 Articles of Incorporation. The Articles of Incorporation of Shoreco-FL as they exist on the Effective Date shall be the Articles of Incorporation of Shoreco-FL as the surviving corporation following the Effective Date, until and unless duly amended in accordance with its terms and applicable law.

2.2 By-Laws. The By-Laws of Shoreco-FL, as they exist on the Effective Date, shall be the By-Laws of Shoreco-FL as the surviving corporation following the Effective Date, until and unless duly amended in accordance with its terms and applicable law.

2.3 Authorized Capital. The authorized capital stock of Shoreco-FL, as it exists on the Effective Date, shall be the authorized capital stock of Shoreco-FL as the surviving corporation following the Effective Date.

ARTICLE III

CONVERSION OF SHARES IN THE MERGER.

The stock of Shoreco-RI as it existed immediately prior to the Effective Date shall be canceled, retired, and shall cease to exist. The sole shareholder of Shoreco-FL shall own one hundred (100%) percent of the stock of the merged and surviving corporation.

ARTICLE IV

ASSETS AND LIABILITIES.

At and after the Effective Date, Shoreco-FL shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of Shoreco-RI; all debts due to Shoreco-RI shall be vested in Shoreco-FL; all claims, demands, property, rights, privileges, powers and franchises and every other interest of Shoreco-RI shall be as effectively the property of Shoreco-FL; the title to any real estate vested by deed or otherwise in Shoreco-RI shall not revert or be in any way impaired by reason of the Merger, but shall be vested in Shoreco-FL; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to Shoreco-FL and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. No deed shall be required to vest any real property of Shoreco-RI in Shoreco-FL. This Plan of Merger shall fully vest the rights to any said real property in Shoreco-FL without any further or additional action on the part of Shoreco-RI and/or Shoreco-FL.

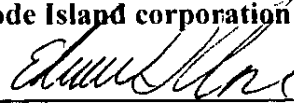
ARTICLE V

MISCELLANEOUS

This Agreement and Plan of Merger constitutes a Plan of Reorganization intended to qualify under Internal Revenue Code Section 368(a)(1)(A) to be carried out in the manner, on the terms and subject to the conditions herein set forth.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed and delivered by or on behalf of each of the parties hereto as of the date first above written.

SHORECO, INC.
a Rhode Island corporation

By: 
Name: Edward L. Shore
Title: President

SHORECO FLORIDA KEYS, INC.
a Florida corporation

By: 

Name: Edward L. Shore

Title: President