

P160000015900

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
MARCUS'S FIELDBROOK, INC.**

Certificate of Status	0
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merger/pc

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March 10, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MARCUS'S FIELDBROOK, INC.
1600 NORATH SECOND STREET
PORT PIERCE, FL 34950

SUBJECT: MARCUS'S FIELDBROOK, INC.
REF: P16000015900

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The terms and conditions of the merger must be included in the merger.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Marcus's Fieldbrook, 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:

Connie A. Porter
Contact Person

Roetzel & Andress, LPA
Firm/Company

222 South Main Street, Suite 400
Address

Akron, OH 44308
City/State and Zip Code

caporter@ralaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Connie Porter
Name of Contact Person

At (330) 849-6679
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

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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)
Marcus's Fieldbrook, Inc.	Florida	P16000015900

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Marcus's Fieldbrook, Inc.	Ohio	Entity Number: 393372
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 February 17, 2016.

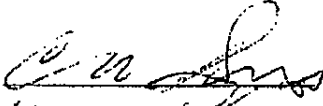

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

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 February 17, 2016.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Marcus's Fieldbrooks, Inc., Ohio</u>		<u>Charles Shoup, President</u>
<u>Marcus's Fieldbrooks, Inc., Florida</u>		<u>Charles Shoup, President</u>
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**PLAN OF MERGER
OF MARCUS'S FIELDBROOK, INC.**

1. Marcus's Fieldbrook, Inc., an Ohio corporation, (the "Company") is being converted into a Florida corporation, pursuant to ORC 1701.792 and Section 607.11157 of the Florida Business Corporation Act.
2. Marcus's Fieldbrook, Inc., a Florida corporation was formed in the state of Florida pursuant to the filing of Articles of Incorporation.
3. The shareholders of the Company and Marcus's Fieldbrook, Inc., on February 29, 2016, approved this Plan of Merger.
4. Marcus's Fieldbrook, Inc. consents to be sued and served with process in the state of Ohio, and consents to the irrevocable appointment of the secretary of state as the agent of the converted entity to accept service of process in the state of Ohio to enforce against Marcus's Fieldbrook, Inc., a Florida corporation, any obligation of the Company or to enforce the rights of a dissenting shareholder of the Company.
5. Each share of the Company shall be converted into one share of Marcus's Fieldbrook, Inc., a Florida corporation. All rights and obligations of the Company shall be converted on an equal basis to the rights and obligations of Marcus's Fieldbrook, Inc., a Florida corporation.
8. The effective date of the Plan of Merger shall be on the date of filing of the Certificate of Merger with the Secretary of State of the State of Ohio and the filing of the Certificate of Merger with the Department of State of the State of Florida.