

P92000015316

FILED  
04 DEC 22 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

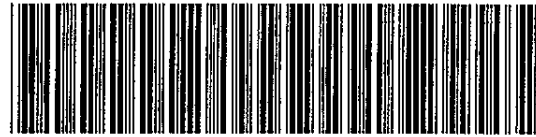
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

12/20 Hold for correct plan  
of merger  
12/22 Rec'd correct plan.

JB



600043277186

12/13/04--01009--012 \*\*78.75

EFFECTIVE DATE  
12/31/04

merger  
JB  
12/23

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MDC EXPRESS, INC.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sidney Werner, Esquire  
(Name of person)

Piper, Ludin, Howie & Werner, P.A.  
(Name of firm/company)

5720 Central Avenue  
(Address)

St. Petersburg, FL 33707  
(City/state and zip code)

For further information concerning this matter, please call:

Sidney Werner, Esquire at ( 727 ) 344-1111  
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
04 DEC 22 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
**12/31/04**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>MDC EXPRESS, INC.</u>	<u>Florida</u>	<u>P92000015316</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>EXPRESS MANAGEMENT, INC.</u>	<u>Florida</u>	<u>P96000085692</u>

**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** 12 / 31 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/09/04 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/09/04 and shareholder approval was not required.

(Attach additional sheets if necessary)

## Name of Corporation

Signature

Typed or Printed Name of Individual & Title

MDC EXPRESS, INC.

Michelle J. Cohen -  
President & Director

MDC EXPRESS, INC.

David S. Cohen -  
Secretary, Treasurer, Director

EXPRESS MANAGEMENT,  
INC.

Michelle J. Cohen -  
President & Director

EXPRESS MANAGEMENT  
— INC. —

David S. Cohen -  
Secretary, Treasurer, Director

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. 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>
<u>MDC Express, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Express Management, Inc.</u>	<u>Florida</u>

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

The effective date of the merger is December 31, 2004.

The Articles of Incorporation of the surviving corporation will not differ from its Articles before the merger.

Each shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of this merger will hold the same number of shares with identical designations, preferences, limitations, and relative rights, immediately after the merger. The shareholders of Express Management, Inc. will surrender their shares of common stock in exchange for 10 shares of common stock of MDC Express, Inc.

**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: The shareholders of Express Management, Inc. will surrender their shares of common stock in exchange for ten (10) shares of common stock of MDC Express, Inc.

*(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 as an exhibit: N/A

OR

Restated articles are attached: N/A

Other provisions relating to the merger are as follows: None .