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BANKRUPTCY/CREDITOR'S RIGHTS

†ALSO ADMITTED IN ALABAMA & GEORGIA

VIA FEDERAL EXPRESS

December 12, 2002

Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Bray International Professional Services, Inc.  
Bray International Professional Services of London, Inc.

Ladies and Gentlemen:

The enclosed merger and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Michael L. Browning, Esq.  
Browning & Sireci, P.A.  
402 Appelrouth Lane  
Key West, FL 33040  
305-293-8888 phone  
305-294-1144 fax

Should you have questions, please do not hesitate to call.

Very truly yours,

  
Michael L. Browning

cc: client

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

BRAY INTERNATIONAL PROFESSIONAL SERVICES, INC., a Florida entity,  
P93000004206

INTO

**BRAY INTERNATIONAL PROFESSIONAL SERVICES OF LONDON, INC., a**  
Florida entity, P93000022538.

File date: December 16, 2002

Corporate Specialist: Carol Mustain

**PLAN OF MERGER**

Plan of Merger dated May 22, 2002, between BRAY INTERNATIONAL PROFESSIONAL SERVICES OF LONDON, INC., hereinafter sometimes called the surviving corporation and BRAY INTERNATIONAL PROFESSIONAL SERVICES, INC., hereinafter sometimes called the absorbed corporation.

**STIPULATION**

A. Bray International Professional Services of London, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office located at Staithe House, Cheswick Mall, London, UK W42PR.

B. Bray International Professional Services of London, Inc. has a capitalization of 1,000, authorized shares of no par value, common stock, of which 100 shares are issued and outstanding.

C. Bray International Professional Services, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office located at 525 Petronia Street, Key West, Florida 33040.

D. Bray International Professional Services, Inc. has a capitalization of 1,000, authorized shares of no par value common stock, of which 100 shares are issued and outstanding.

E. The Board of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their stockholders that Bray International Professional Services, Inc. be merged into Bray International Professional Services of London, Inc. pursuant to the provisions of §607.1101, Florida Statutes.

In consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

**Section I – Merger**

Bray International Professional Services, Inc. shall merge with and into Bray International Professional Services of London, Inc., which shall be the surviving corporation.

**Section II – Terms and Conditions**

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TALLAHASSEE, FLORIDA

On the effective date of the merger, the separate existence of the absorbed corporation shall cease and the surviving corporations shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the absorbed corporation without the necessity of any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of the creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

### **Section III – Conversion of Shares**

The manner and basis of converting the shares of the absorbed corporation into shares, rights, obligations, and other securities of the surviving corporation is as follows:

- (a) Each share of the 0 par value common stock of Bray International Professional Services, Inc. issued and outstanding on the effective date of the merger shall be converted into one (1) share of the 0 par value common stock of Bray International Professional Services of London, Inc. which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of common stock on the effective date of the merger.
- (b) The conversion shall be affected as follows:

After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such a manner as a surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holders entitled as provided above. The surviving

corporation shall issue to an agent or the holders otherwise entitled to fractional shares' interest, a certificate for the whole number of shares representing the aggregate of such fractional shares' interest, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

- (c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each surviving stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issueable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

#### **Section IV – Changes in Articles of Incorporation**

The Articles of Incorporation of the surviving corporation, Bray International Professional Services of London, Inc., shall continue to be its Articles of Incorporation following effective date of merger.

#### **Section V – Changes in By-Laws**

The By-Laws of the surviving corporation, Bray International Professional Services of London, Inc., shall continue to be its By-Laws following effective date of the merger.

#### **Section VI – Directors and Officers**

The Directors and Officers of the surviving corporation on the effective date of the merger shall continue as the Directors and Officers of the surviving corporation for the full, unexpired terms of their offices and until their successors have been elected or appointed and qualified.

#### **Section VII – Prohibited Transactions**

Neither of the constituent corporations shall, prior to the effective date of merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular dividends on their outstanding common shares in the respective amounts of \$0.00 per shares and \$0.00 per share and take all actions necessary or appropriate under the laws of the State of Florida to consummate this merger.

#### **Section VIII – Approval by Stockholders**

This plan of merger shall be submitted for approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before May 22, 2002 or at such other time as to which the Board of Directors of the constituent corporations may agree.

#### **Section IX – Effective Date of Merger**

The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.

#### **Section X – Abandonment of Merger**

This plan of merger may be abandoned by action of the Board of Directors of either the surviving or absorbed corporation at any time prior to the effective date on the happening of either of the following events:

- (a) If the merger is not approved by the stockholders of either the surviving or absorbed corporation on or before May 22, 2002;
- (b) If, in the judgment of the Board of Directors of either the surviving or absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida;
- (c) If any material action or proceeding is instituted or threatened against any of the constituent corporations or their assets;
- (d) If, between the date of this agreement and the effective date of the merger, there has been, in the opinion of such Board of Directors, a material adverse change in the business or financial condition of or affecting any of the constituent corporations;
- (e) If, on or before January 1, 2003, the Commissioner of Internal Revenue has failed or refused in substance that this merger will qualify as a reorganization under the Internal Revenue Code, and that no gain or loss will be recognized to


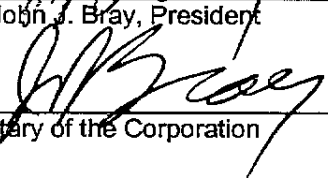
the stockholders of the constituent corporations on the exchange of their common stock for the common stock of the surviving or new corporation;

- (f) If, without the prior written consent of each of the constituent corporations, any of them shall have engaged in any transaction prohibited by this agreement.

#### Section XI – Execution of Agreement

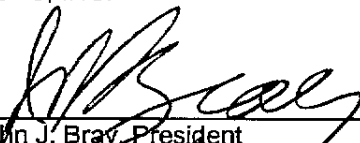
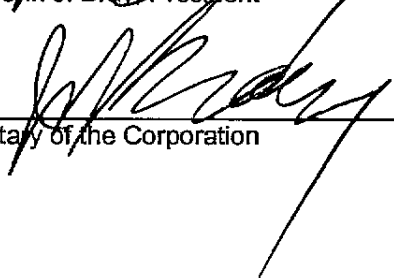
This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument. Executed on behalf of the parties by their Officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective Board of Directors on the date first written above.

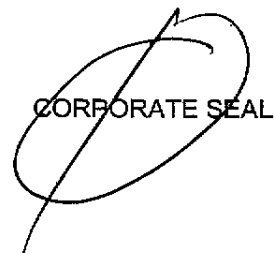
BRAY INTERNATIONAL PROFESSIONAL  
SERVICES OF LONDON, INC.

By:   
John J. Bray, President  
  
Secretary of the Corporation



BRAY INTERNATIONAL PROFESSIONAL  
SERVICES, INC.

By:   
John J. Bray, President  
  
Secretary of the Corporation





**ARTICLES OF MERGER OF**  
**BRAY INTERNATIONAL PROFESSIONAL SERVICES OF LONDON, INC.**

Pursuant to the provisions of the Plan of Merger, the undersigned corporations adopt the following Articles of Merger for the purposes of merging them into one such corporation:

1. The following Plan of Merger was approved by the stockholders of each of the undersigned corporations in a manner prescribed by the Florida Statutes, Chapter 607.

2. As to each of the undersigned corporations, the number of shares outstanding:

Name of Corporation	Number of Shares Outstanding	Designation of Class	Number of Shares
Bray International Professional Services, Inc.	100	Common	100
Bray International Professional Services of London, Inc.	100	Common	100

3. As to each of the undersigned corporations, the total number of shares voted for and against the Plan, respectively, and as to any class entitled to vote thereon as a class, the number of shares voted for and against the Plan, respectively are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
Bray International Professional Services, Inc.	100	0	Common	100	0
Bray International Professional Services of London, Inc.	100	0	Common	100	0

Dated: 11/22, 2002.

BRAY INTERNATIONAL PROFESSIONAL  
SERVICES, INC.

  
\_\_\_\_\_  
President, John Bray

CORPORATE SEAL

STATE OF

COUNTY OF

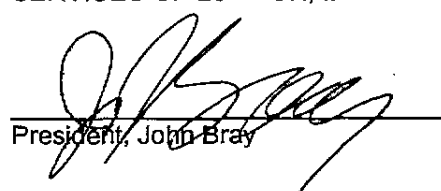
SWORN TO AND SUBSCRIBED before me by John Bray this 22 day of November  
2002.



  
\_\_\_\_\_  
Notary Public

Personally known ✓ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_  
DID NOT take Oath \_\_\_\_\_ OR DID take Oath \_\_\_\_\_

BRAY INTERNATIONAL PROFESSIONAL  
SERVICES OF LONDON, INC.

  
\_\_\_\_\_  
President, John Bray

  
CORPORATE SEAL

STATE OF FLORIDA

COUNTY OF MONROE

SWORN TO AND SUBSCRIBED before me by John Bray this 22nd day of November  
2002.



  
\_\_\_\_\_  
Notary Public

Personally known ✓ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_  
DID NOT take Oath \_\_\_\_\_ OR DID take Oath \_\_\_\_\_