

P93000041347

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

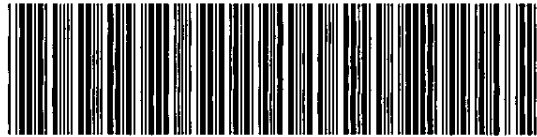
(Document Number)

Certified Copies _____

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11/20/08--01033--015 **70.00

08 DEC -8 AM 9:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Merger
C.COULLETTE

DEC 08 2008

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: T & R NURSERIES, 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:

DORIS D. MENESES

(Contact Person)

JOHN P. MAAS, ATTORNEY AT LAW

(Firm/Company)

44 NE 16TH STREET

(Address)

HOMESTEAD, FLORIDA 33030

(City/State and Zip Code)

For further information concerning this matter, please call:

DORIS D. MENESES

(Name of Contact Person)

At (305) 247-7132, EXT. 15

(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

November 24, 2008

DORIS D. MENESES
JOHN P. MASS, STTY
44 NE 16TH ST
HOMESTEAD, FL 33030

SUBJECT: US NURSERY, INC.
Ref. Number: P06000059418

RECEIVED
2008 DEC -5 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for US NURSERY, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2008 annual report. The entity must be reinstated before this document can be filed.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 408A00058278

*Pls. see the attached.
Corporation was reinstated
12/2/08. Please process Merger.*

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)
T & R NURSERIES, INC.	FLORIDA	P93000041347

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
US NURSERY, INC.	FLORIDA	P06000059418

08 DEC -8 AM 9:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 JUNE 30TH, 2008.

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 JUNE 30TH, 2008.

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)

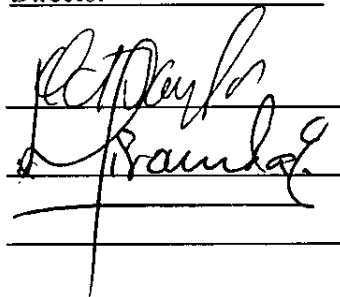
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

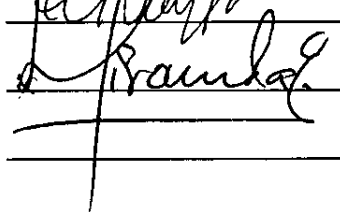
Typed or Printed Name of Individual & Title

T & R NURSERIES, INC.



OCTAVIO TAYLOR

US NURSERY, INC.



JOSE A. MIRANDA

PLAN OF MERGER
(Non Subsidiaries)

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>
<u>T & R NURSERIES, INC.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>US NURSERY, INC.</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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Third: The terms and conditions of the merger are as follows:

That US Nursery, Inc. shall merge into T & R Nurseries, Inc. and that the stock of Jose A. Miranda in US Nursery, Inc. shall be purchased by T & R Nurseries, Inc. for a total sum of \$100,000.00. The remaining shareholders of the surviving corporation shall be Octavio Taylor and Edgar Regidor.

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 third paragraph above.

(Attach additional sheets if necessary)