

P94000062111

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

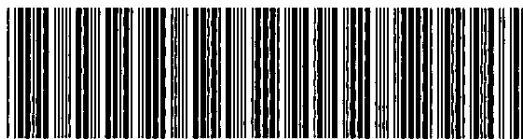
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08 JUN -4 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. Roberts JUN 06 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Total Convenience Marketing Incorporated of Texas
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Alex Jones

(Contact Person)

(Firm/Company)

259 Hutton

(Address)

Kyle, Texas 78640

(City/State and Zip Code)

For further information concerning this matter, please call:

Alex Jones

(Name of Contact Person)

At (512) 405-0093

(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

ARTICLES OF MERGER
(Profit Corporations)

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08 JUN -4 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Total Convenience Marketing Incorporated of Texas	Texas	Florida: NA; Texas: 01370817

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Total Convenience Marketing, Inc.	Florida	P94000062111
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____.

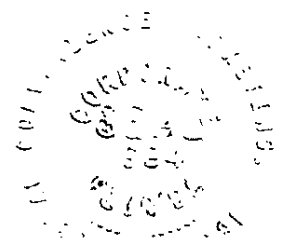
The Plan of Merger was adopted by the board of directors of the surviving corporation on January 1, 2008 _____ and shareholder approval was not required.

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 January 1, 2008 _____ 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

Total Convenience Marketing Incorporated of Texas

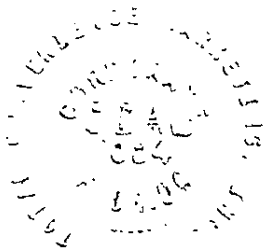
Bob Wallace

Bob Wallace, President and Director

Total Convenience Marketing, Inc.

Steve Bub

Steve Bub, Vice-President and Director



PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Total Convenience Marketing Incorporated of Texas

Texas

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

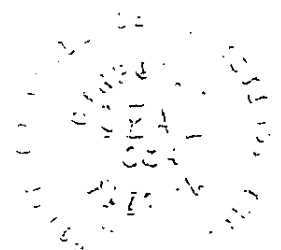
Total Convenience Marketing, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Total Convenience Marketing Incorporated of Texas is the parent corporation and owns 100 percent of the shares of its subsidiary, Total Convenience Marketing, Inc., a Florida corporation. The subsidiary shall be merged into the parent. The shares of the subsidiary shall be surrendered in complete cancellation or redemption of all its stock.

(Attach additional sheets if necessary)



If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not Applicable- parent is the surviving corporation.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

1. The parent corporation is organized under the laws of the State of Texas. The subsidiary Corporation is organized under the laws of the State of Florida. The laws of the State of Florida, under which the subsidiary Corporation is organized, permit the merger.

2. The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the parent corporation are as follows:

Number of Shares Outstanding	Designation of Class	Number of Shares Owned by Parent
500	None	500

4. The parent corporation as sole shareholder waives any notice, mailing requirement, waiting period, and right to a copy of the summary of the plan of merger.

5. The parent corporation is the surviving corporation and continues to be governed by the laws of the State of Texas.

6. No amendments to the articles of incorporation of any surviving corporation are to be effected by the merger.

7. The surviving parent corporation will be responsible for the payment of all franchise tax and fees of subsidiary corporation, if any, and will be obligated to pay such franchise taxes and fees if the same are not timely paid.