

P94000082270

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2003 APR 14 PM 3:21

TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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April 14, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5790324 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Milford Holding Co. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

MILFORD HOLDING CO., a Florida corporation, P94000082270

INTO

MILFORD HOLDING COMPANY, a Delaware entity not qualified in Florida.

File date: April 14, 2003

Corporate Specialist: Cheryl Coulliette

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Milford Holding Company	Delaware	Not Qualified

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Milford Holding Co.	Florida	P94000082270

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 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 January 1, 2003

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 January 1, 2003

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)

FILED
2003 APR 14 PM 3:21
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Typed or Printed Name of Individual & Title

Richard Cohen, President

Richard Cohen, President

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the General Corporation Law of the State of Delaware.

AGREEMENT AND PLAN OF MERGER

FIRST: Milford Holding Company, a corporation organized under the laws of the State of Delaware, shall merge with and into itself and assume the liabilities and obligations of Milford Holding Co., a corporation organized under the laws of the State of Delaware, a corporation organized under the laws of the State of Florida. The name of the surviving corporation is Milford Holding Company

SECOND: Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, all rights in respect thereto shall forthwith be changed and converted into one share of common stock of the surviving corporation.

THIRD: The Certificate of Incorporation of Milford Holding Company shall be the Certificate of Incorporation of the corporation surviving the merger.

FOURTH: The by-laws of Milford Holding Company shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of Milford Holding Company shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.