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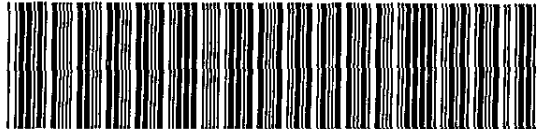
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03 OCT 21 PM 2:15  
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Merger  
T. Lewis 10/24/03

# UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW

Established 1925

JOHN D. BAILEY, JR.  
FRANK D. UPCHURCH III  
TRACY WILSON UPCHURCH  
SIDNEY F. ANSBACHER  
KATHERINE GAERTNER JONES  
MICHAEL A. SIRAGUSA  
STEPHEN A. FAUSTINI  
RICHARD Q. LEWIS III

780 North Ponce de Leon Boulevard  
St. Augustine, Florida 32084

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Please reply to:  
Post Office Drawer 3007  
St. Augustine, Florida 32085-3007

OF COUNSEL:

HAMILTON D. UPCHURCH  
FRANK D. UPCHURCH, JR.

FRANK D. UPCHURCH, SR.  
(1894-1986)

October 15, 2003

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: I-95 Convenient Food Mart, Inc.

Dear Sir or Madam:

Enclosed are the following executed documents for filing:

1. Articles of Amendment to Articles of Incorporation for the above corporation; and
2. Articles of Merger of I-95 Convenient Food Mart, Inc. and 210 Service, Inc.
3. Copy of Special Meeting of Stockholders of I-95 Convenient Food Mart, Inc. which includes the plan of merger.

Also, enclosed is my check in the amount of \$131.25, representing \$35.00 for the Articles of Amendment; \$35.00 for the merging corporation; \$35.00 for the surviving corporation; and \$26.25 for certified copies of the articles of amendment and articles of merger.

If you have questions or require anything further, please call.

Sincerely yours,

  
Hamilton D. Upchurch

HDU/nam  
Enclosures

## ARTICLES OF MERGER

03 OCT 21 PM 2:55  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the laws of Florida I-95 Convenient Food Mart, Inc., a Florida corporation having an office at 3584 Red Cloud Trail, St. Augustine, Florida 32086, and 210 Service, Inc., a Florida corporation having an office at 3584 Red Cloud Trail, St. Augustine, Florida 32086 hereby adopt the following Articles of Merger.

1. The name and state of incorporation of each of the above referenced corporations is as follows:

- a. The surviving corporation was incorporated in the State of Florida with the filing of the Articles of Incorporation of I-95 Convenient Food Mart, Inc. on March 13, 1995.
- b. 210 Service, Inc. was incorporated in the State of Florida with the filing of its Articles of Incorporation on February 27, 1995.

2. A plan of merger was unanimously approved and adopted by each of the foregoing corporations in accordance with Chapter 607.1101, Florida Statutes, (2002) at a special meeting of the stockholders and directors of each of the foregoing corporations held at the office of Upchurch, Bailey and Upchurch, PA, 780 North Ponce de Leon Blvd, St. Augustine, Florida 32084, on October 14, 2003.

3. I-95 Convenient Food Mart, Inc. is the surviving corporation. The Articles of Incorporation of I-95 Convenient Food Mart, Inc. shall be the Articles of Incorporation of the surviving corporation.

4. The executed Plan of Merger between I-95 Convenient Food Mart, Inc. and 210 Service, Inc. with I-95 Convenient Food Mart, Inc. becoming the surviving corporation is on file at the office of the surviving corporation located at 3584 Red Cloud Trail, St. Augustine, Florida 32086.

5. A copy of the Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of either corporations.

6. The effective date of the merger shall be the date the Articles of Merger are filed in the office of the Secretary of State of Florida.

In Witness Whereof the parties have executed this agreement as of the 14<sup>th</sup> day of October, 2003.

I-95 CONVENIENT FOOD MART, INC.,  
a Florida corporation

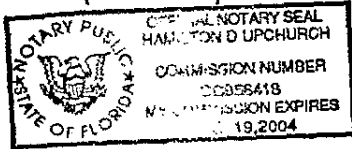
By: *Mohammad Tarek Koleilat*  
Mohammad Tarek Koleilat, President

210 SERVICE, INC.,  
a Florida corporation

By: *Mohammad Tarek Koleilat*  
Mohammad Tarek Koleilat

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

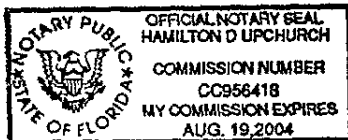
On the 14<sup>th</sup> day of October, 2003, before me, the undersigned, a notary public in and for said state, personally appeared Mohammad Tarek Koleilat, as President of I-95 Convenient Food Mart, Inc., a Florida corporation, personally known to me to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed this instrument.



*Hamil D Upchurch*  
Notary Public

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

On the 14<sup>th</sup> day of October, 2003, before me, the undersigned, a notary public in and for said state, personally appeared Mohammad Tarek Koleilat, as President of 210 Service, Inc., a Florida corporation, personally known to me to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed this instrument.



*Hamil D Upchurch*  
Notary Public

**SPECIAL MEETING OF STOCKHOLDERS  
OF  
I-95 CONVENIENT FOOD MART, INC., a Florida corporation**

A special meeting of directors and stockholders of 's I-95 Convenient Food Mart, Inc. was held at 10:00 a.m. o'clock on October 14, 2003 at the offices of Upchurch, Bailey & Upchurch, PA, 780 North Ponce de Leon Blvd, St. Augustine, Florida 32084.

President Mohammad Tarek Koleilat acted as Chair of the meeting and announced that since Tarek Koleilat and Nancy Koleilat were all of the stockholders and directors of the corporation and were present, the meeting of directors and stockholders would be combined.

The President announced it was necessary to amend Article III of the Articles of Incorporation to authorize the issuance of an additional 100 shares of capital stock.

Whereupon it was moved, seconded and carried that Article III of the Articles of Incorporation of I-95 Convenient Food Mart, Inc. be amended to authorize 100 additional shares of capital stock.

As a matter of convenience, it was moved, seconded and carried that Article IX of the Articles of Incorporation be amended to change the registered office of the corporation from 1745 State Road 210 West, Jacksonville, Florida 32259 to 3584 Red Cloud Trail, St. Augustine, Florida 32086.

The President announced that in his opinion a merger of I-95 Convenient Food Mart, Inc. and 210 Service, Inc. with I-95 Convenient Food Mart, Inc. becoming the surviving corporation was to the best interest of both corporations.

Whereupon the following plan of merger was presented:

**PLAN OF MERGER**

THIS PLAN OF MERGER is submitted in accordance with Section 607.1101, Florida Statutes, (2002).

1. The name of each corporation planning to merge is I-95 Convenient Food Mart, Inc. and 210 Service, Inc.

2. The name of the surviving corporation into which 210 Service, Inc. plans

to merge is I-95 Convenient Food Mart, Inc. and shall hereinafter be designated as the surviving corporation.

3. The terms and conditions of the proposed merger is that one share of stock of the surviving corporation shall be exchanged for each share of the stock 210 Service, Inc. There will be no other consideration paid or exchanged by either corporation. There are no outstanding rights to acquire shares outstanding of either corporation. I-95 Convenient Food Mart, Inc. as the surviving corporation will acquire all the assets of 210 Service, Inc. and will assume all the liabilities of 210 Service, Inc.

4. The effective date of the merger shall be on the date the Articles of Merger are filed in the office of the Secretary of State of Florida.

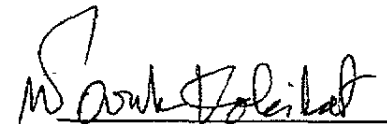
After discussion it was moved, seconded and carried that the plan of merger be approved by the directors and stockholders of the corporation.

There being no further business the meeting adjourned.

Dated this 14<sup>th</sup> day of October, 2003.

Attest:

  
Secretary/Director

  
President/Director