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P95000027489

C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500003068145--1  
-12/13/99--01114--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

400003068144--5  
-12/13/99--01114--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Diablo, Inc.

into:

Phantom Corporation

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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99 DEC 13 PM 3:43  
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Thanks, Melanie

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C. COULLETTE DEC 14 1999

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DIABLO, INC., a Florida corporation, P95000027489

INTO

**PHANTOM CORPORATION**, a Georgia corporation not qualified in Florida.

File date: December 13, 1999

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

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TALLAHASSEE FLORIDA

- FIRST:** The name and jurisdiction of the surviving corporation are: Phantom Corporation which is a Georgia profit corporation.
- SECOND:** The name and jurisdiction of the merging corporation are: Diablo, Inc. which is Florida profit corporation.
- THIRD:** The Plan of Merger is attached to these articles of merger.
- FOURTH:** The merger shall become effective on the date these Articles of Merger are last filed with the Florida Department of State or the Georgia Secretary of State. The laws of the State under which the foreign participating corporation, the surviving corporation is organized permits such a merger under substantially the same terms as Sec. 14-2-1107 of the Official Code of Georgia Annotated.
- FIFTH:** Adoption of the Merger by the surviving corporation was made pursuant to unanimously adopted resolutions of both the shareholders and directors of Phantom Corporation at a properly convened joint meeting of the shareholders and directors of Phantom Corporation, with a quorum of both the shareholders and directors present, that was held pursuant to proper notice to all of the shareholders and directors of Phantom Corporation on December 14, 1999.
- SIXTH:** Adoption of the Merger by the merging corporation was made pursuant to unanimously adopted resolutions of both the shareholders and directors of Diablo, Inc. at a properly convened joint meeting of the shareholders and directors of Diablo, Inc., with a quorum of both the shareholders and directors present, that was held pursuant to proper notice to all of the shareholders and directors of Diablo, Inc. on December 14, 1999.
- SEVENTH:** Signatures of the parties to the Merger are made on this the 9 day of December, 1999 by the duly authorized representatives of Phantom Corporation, the surviving corporation and Diablo, Inc., the merging corporation.

### Surviving Corporation:

Phantom Corporation

By:   
Sarah Louella Schultz, President

By:   
Richard D. Schultz, Secretary

### Merging Corporation:

Diablo, Inc.

By:   
Sarah Louella Schultz, President

By:   
Richard D. Schultz, Secretary

## **PLAN OF MERGER**

*The following plan of merger is submitted in compliance with section 607.1105, F.S.*

1. Phantom Corporation, a Georgia for profit corporation (the "Surviving Corporation") has all of its issued and outstanding shares owned by Diablo, Inc., a Florida for profit corporation (the "Merging Corporation"). The Merging Corporation has only common share authorized and issued.
2. The shares of the Merging Corporation shall be cancelled upon the effective date of the Merger. The sole holder of the Merging Corporation's shares, shall receive all of the Surviving Corporation's outstanding shares and shall receive no other consideration in exchange, except the direct ownership of all the shares of the Surviving Corporation.
3. The board of directors and officers of the Surviving Corporation, immediately prior to the effective date of the Merger shall remain the board of the directors and officers of Surviving Corporation, immediately following the effective date of the Merger.
4. The Articles of Incorporation and Code of Regulations of the Surviving Corporation immediately prior to the effective date of the Merger shall remain the Articles of Incorporation and Code of Regulations of Surviving Corporation, immediately following the effective date of the Merger.
5. The adoption of the Merger and this Plan of Merger shall be adopted pursuant to joint action of the shareholders and directors of both the Surviving Corporation and the Merging Corporation in accordance with applicable law.

**Surviving Corporation**  
Phantom Corporation

By:   
Sarah Louella Schultz, President

By:   
Richard D. Schultz, Secretary

**Merging Corporation**  
Diablo, Inc.

By:   
Sarah Louella Schultz, President

By:   
Richard D. Schultz, Secretary