

P95000081350

LAW OFFICES
GARY R. SASLAW, P.A.

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AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW
OF COUNSEL
WILLIAM J. SEGAL

FILED
97 JUL -2 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA
(305) 682-0200
FAX (305) 682-1800

July 1, 1997

EXPRESS MAIL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

60000229466--8
-07/02/97--01093--009
*****70.00 *****70.00

Re: Silver Lakes Professional Cleaners, Inc.
Cooper City Professional Cleaners, Inc.

To Whom This May Concern:

Please find enclosed 2 executed copies of the Articles of Merger for the Silver Lakes Professional Cleaners, Inc. I have also enclosed a check in the amount of \$70.00 (\$35 each) to cover the filing costs.

Please indicate your receipt of the enclosures by stamping and dating the duplicate original of each document and returning them in the envelope provided for your convenience. If you have any questions, please let me know.

Sincerely,

GARY R. SASLAW, P.A.

Gary Saslaw

wak:gs
Enclosures

Copy to: Mr. Alan Greenstein
Norman S. Friedman, CPA

V8 JUL 10 1997

Merger

51TG0101

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

COOPER CITY PROFESSIONAL CLEANERS, INC., a Florida corporation,
P96000001461

INTO

SILVER LAKES PROFESSIONAL CLEANERS, INC., a Florida corporation,
P95000081350.

File date: July 2, 1997

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
SILVER LAKES PROFESSIONAL CLEANERS, INC.
AND
COOPER CITY PROFESSIONAL CLEANERS, INC.
INTO
SILVER LAKES PROFESSIONAL CLEANERS, INC.**

FILED
97 JUL -2 AM 11:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of §607.1101 and §607.1104 of the Florida Business Corporation Act, the undersigned Corporations adopt the following Articles of Merger:

1. **Name.** The name of each constituent corporation is as follows: SILVER LAKES PROFESSIONAL CLEANERS, INC. and COOPER CITY PROFESSIONAL CLEANERS, INC. The name of the surviving corporation is SILVER LAKES PROFESSIONAL CLEANERS, INC.
2. **Plan of Merger.** The Agreement and Plan of Merger is attached hereto as Exhibit "A".
3. **Effective Date.** The merger shall become effective at 12:01 o'clock A.M. on the date these Articles of Merger are filed with the State of Florida (hereinafter the "Effective Date").
4. **Authorization of Merger.** The merger pursuant to the Plan of Merger was authorized on June 30, 1997 by written action of all of the shareholders of the common stock of the SILVER LAKES PROFESSIONAL CLEANERS, INC. eligible to vote, and on June 30, 1997 by written action of all of the shareholders of the common stock of the COOPER CITY PROFESSIONAL CLEANERS, INC. eligible to vote.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 30 day of June, 1997.

SILVER LAKES PROFESSIONAL
CLEANERS, INC.

By: 

Alan Greenstein, President

COOPER CITY PROFESSIONAL
CLEANERS, INC.

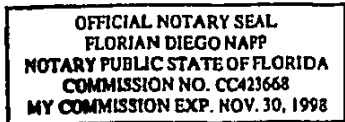
By: 

Alan Greenstein, President

STATE OF FLORIDA)

COUNTY OF Broward)

The foregoing Articles of Merger were acknowledged before me this 30 day of June, 1997, by Alan Greenstein of SILVER LAKES PROFESSIONAL CLEANERS, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced a Florida Driver's License as identification.



Florian Diego Napp

Notary Public, State of Florida

Print Name: Florian Diego Napp

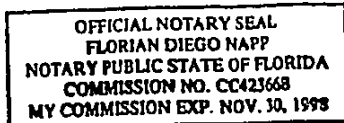
My commission expires: Nov 30, 1998

My commission number is: NO. CC423668

STATE OF FLORIDA)

COUNTY OF Broward)

The foregoing Articles of Amendment was acknowledged before me this 30 day of June, 1997, by Alan Greenstein of COOPER CITY PROFESSIONAL CLEANERS, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced a Florida Driver's License as identification.



Florian Diego Napp

Notary Public, State of Florida

Print Name: Florian Diego Napp

My commission expires: Nov 30, 1998

My commission number is: NO. CC423668

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated this 30 day of June, 1997, by and between SILVER LAKES PROFESSIONAL CLEANERS, INC., a Florida corporation and COOPER CITY PROFESSIONAL CLEANERS, INC., a Florida corporation.

WITNESSETH:

WHEREAS, the Boards of Directors of SILVER LAKES PROFESSIONAL CLEANERS, INC. and COOPER CITY PROFESSIONAL CLEANERS, INC. have resolved that SILVER LAKES PROFESSIONAL CLEANERS, INC. and COOPER CITY PROFESSIONAL CLEANERS, INC., be merged under and pursuant to the Florida General Corporation Act, Chapter 607, Florida Statutes, into a single corporation existing under the laws of the State of Florida, to-wit: SILVER LAKES PROFESSIONAL CLEANERS, INC., which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code; and

WHEREAS, the authorized capital stock of SILVER LAKES PROFESSIONAL CLEANERS, INC. consists of 1,000 shares of common stock with a par value of \$1.00 per share, of which 100 shares are issued and outstanding; and

WHEREAS, the authorized capital stock of COOPER CITY PROFESSIONAL CLEANERS, INC. consists of 1,000 shares of common stock with a par value of \$1.00 per share, of which 100 shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of SILVER LAKES PROFESSIONAL CLEANERS, INC. and COOPER CITY PROFESSIONAL CLEANERS, INC. have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Florida General Corporation Act of the State of Florida that SILVER LAKES PROFESSIONAL CLEANERS, INC. and COOPER CITY PROFESSIONAL CLEANERS, INC. shall be, at the effective date (as hereinafter defined), merged into a single corporation existing under the laws of the State of Florida, to-wit: SILVER LAKES PROFESSIONAL CLEANERS, INC. which shall be the surviving corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the merger and the mode of carrying the same into effect.

1. SILVER LAKES PROFESSIONAL CLEANERS, INC. shall adopt this Agreement in accordance with the Florida General Corporate Act of the State of Florida, on or before June 30, 1997.

2. COOPER CITY PROFESSIONAL CLEANERS, INC. shall adopt this Agreement in accordance with the Florida General Corporation Act of the State of Florida, on or before June 30, 1997.

3. The merger shall become effective at 12:01 o'clock A.M. on the date the Articles of Merger are filed with the State of Florida (hereinafter the "Effective Date").

4. On the Effective Date, the separate existence of COOPER CITY PROFESSIONAL CLEANERS, INC. shall cease, and COOPER CITY PROFESSIONAL CLEANERS, INC. shall be merged into SILVER LAKES PROFESSIONAL CLEANERS, INC. which shall be the surviving corporation. The title to all property, real, personal and mixed, or any interest therein, owned by COOPER CITY PROFESSIONAL CLEANERS, INC. shall be vested in SILVER LAKES PROFESSIONAL CLEANERS, INC. without reversion or impairment. SILVER LAKES PROFESSIONAL CLEANERS, INC. shall thenceforth be responsible and liable for all the liabilities and obligations of COOPER CITY PROFESSIONAL CLEANERS, INC. Any claim existing or action or proceeding pending by or against COOPER CITY PROFESSIONAL CLEANERS, INC. may be continued as if the merger did not occur. Neither the rights of creditors nor any liens upon the property of COOPER CITY PROFESSIONAL CLEANERS, INC. shall be impaired by such merger and may be enforced against SILVER LAKES PROFESSIONAL CLEANERS, INC. to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last officers of SILVER LAKES PROFESSIONAL CLEANERS, INC. and COOPER CITY PROFESSIONAL CLEANERS, INC. or the corresponding officers of the surviving corporation, may, in the name of SILVER LAKES PROFESSIONAL CLEANERS, INC. or COOPER CITY PROFESSIONAL CLEANERS, INC., execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the surviving corporation may deem necessary or desirable in order to vest, perfect or confirm in the surviving corporation, title and possession of all of the constituent corporations' property, rights, privileges, powers, franchises, immunities and interest and otherwise, to carry out the purposes of this Agreement.

5. The name of the surviving corporation from and after the Effective Date shall be SILVER LAKES PROFESSIONAL CLEANERS, INC.

6. The Articles of Incorporation of SILVER LAKES PROFESSIONAL CLEANERS, INC. as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the surviving corporation until amended as provided by law.

7. The By-Laws of SILVER LAKES PROFESSIONAL CLEANERS, INC., as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the surviving corporation until amended as provided therein.

8. The manner and basis of converting the shares of the capital stock of the constituent corporations, and the nature and amount of securities of SILVER LAKES PROFESSIONAL CLEANERS, INC. which the holders of shares of SILVER LAKES PROFESSIONAL CLEANERS, INC.'s common stock and COOPER CITY PROFESSIONAL CLEANERS, INC.'s, common stock are to receive in exchange for such shares are as follows:

- 8.1 SILVER LAKES PROFESSIONAL CLEANERS, INC. Common Stock: The holders of shares of SILVER LAKES PROFESSIONAL CLEANERS, INC. common stock shall retain their shares of SILVER LAKES PROFESSIONAL CLEANERS, INC. and no further action on the part of the holder thereof shall be required.
- 8.2 COOPER CITY PROFESSIONAL CLEANERS, INC. Common Stock: Each one share of COOPER CITY PROFESSIONAL CLEANERS, INC. common stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of SILVER LAKES PROFESSIONAL CLEANERS, INC.'s common stock.
- 8.3 All issued and outstanding shares of COOPER CITY PROFESSIONAL CLEANERS, INC. common stock held immediately before the Effective Date shall, by virtue of the merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.
- 8.4 After the Effective Date, certificates evidencing outstanding shares of COOPER CITY PROFESSIONAL CLEANERS, INC. common stock shall evidence the right to the holder thereto to receive certificates for shares of SILVER LAKES PROFESSIONAL CLEANERS, INC. common stock at the applicable rate as aforesaid. Each holder of COOPER CITY PROFESSIONAL CLEANERS, INC. common stock, upon surrender of such certificates to the Treasurer of SILVER LAKES PROFESSIONAL CLEANERS, INC., who shall act as a transfer agent for such shares to effect the exchange of certificates, shall be entitled upon such surrender to receive and exchange therefor a certificate or certificates representing the number of shares of SILVER LAKES PROFESSIONAL CLEANERS, INC. common stock into which the shares of COOPER CITY PROFESSIONAL CLEANERS, INC. common stock theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Until so surrendered, each such outstanding certificate for shares of COOPER CITY PROFESSIONAL CLEANERS, INC. common stock shall be deemed for all corporate purposes to evidence the ownership of the shares of SILVER LAKES PROFESSIONAL CLEANERS, INC. common stock into which such shares have been so converted.

IN WITNESS WHEREOF, this Agreement has been executed by SILVER LAKES PROFESSIONAL CLEANERS, INC. and COOPER CITY PROFESSIONAL CLEANERS, INC., on the day and year first above written.

SILVER LAKES PROFESSIONAL
CLEANERS, INC.

By:  

Alan Greenstein, President

COOPER CITY PROFESSIONAL
CLEANERS, INC.

By:  

Alan Greenstein, President