

P95000082596

CARLTON FIELDS

Requestor's Name  
Post Office Drawer 190  
215 S. Monroe Street, Suite 500  
Address  
Tallahassee, Florida 32302  
City/State/Zip  
Debra Naughton  
224-1585  
Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Knight Energy Services, Inc / Next Store, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_  
☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
99 JAN -5 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
99 JAN -5 PM 3:55  
DEBRA NAUGHTON  
224-1585  
@ack copy attached  
w/ Judy  
① check

Examiner's Initials

See 1/6



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 8, 1999

CARLTON FIELDS

TALLAHASSEE, FL

SUBJECT: NEXSTORE, INC.  
Ref. Number: P95000082596

*BAK R. Harris  
to prepare  
submission  
15th*

We have received your document for NEXSTORE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 099A00000445

RECEIVED  
JAN 14 1999  
TALLAHASSEE, FL  
SECRETARY OF STATE

99 JAN -6 AM 8:58

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

KNIGHT ENERGY SERVICES, INC., a Florida corporation, F58239

INTO

**NEXSTORE, INC.**, a Florida corporation, P95000082596.

File date: January 5, 1999

Corporate Specialist: Teresa Brown

70.00

## Agreement, Plan and Articles of Merger

### AGREEMENT, PLAN AND ARTICLES OF MERGER OF KNIGHT ENERGY SERVICES, INC. WITH AND INTO NEXSTORE, INC.

The undersigned domestic corporations do hereby execute the following Agreement, Plan and Articles of Merger pursuant to Section 607.1101, F.S. of the Florida Statutes for the purpose of merging KNIGHT ENERGY SERVICES, INC., a Florida corporation, with and into NEXSTORE, INC., a Florida corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
NEXSTORE, INC.	Florida
KNIGHT ENERGY SERVICES, INC.	Florida

2. The name which the Surviving Corporation is to have after the merger will be "NEXSTORE INC."

3. This merger is permitted under the laws of the State of Florida. KNIGHT ENERGY SERVICES, INC. and NEXSTORE, INC. have complied with the applicable provisions of the laws of the State of Florida.

4. The AGREEMENT AND PLAN OF MERGER OF KNIGHT ENERGY SERVICES, INC. AND NEXSTORE, INC., the "AGREEMENT AND PLAN OF MERGER") is intended to qualify as a reorganization within the meaning of IRC Section 368(g).

Pursuant to this AGREEMENT AND PLAN OF MERGER, at the effective time, by virtue of the merger and without any action on the part of any shareholder of common stock of the Target:

- a. All shares of common stock, par value \$1 per share, of KNIGHT ENERGY SERVICES, INC. (500 shares) shall be canceled and shall cease to exist.

At the closing, NEXSTORE, INC. shall make available the Certificates representing 500 shares of common stock required to affect the exchange pursuant to IRC Section 368(g). 500 Shares of NEXSTORE, INC. common stock into which 500 shares of KNIGHT ENERGY SERVICES, INC. common stock shall be converted in the merger and shall be deemed to have been issued on December 29, 1998.

5. The Board of Directors of NEXSTORE, INC., the Surviving Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on December 29, 1998, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of KNIGHT ENERGY SERVICES, INC. approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on December 29, 1998, and directed that such document be submitted to a vote of its shareholders. The shareholders of NEXSTORE, INC. and KNIGHT ENERGY SERVICES, INC., respectively, duly approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent December 29, 1998, in the manner prescribed by law.

FILED  
99 JAN -5 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the AGREEMENT AND PLAN OF MERGER were as follows:

Name of Corporation	Number of Shares Outstanding	Number of Shares Entitled to Vote
NEXSTORE, INC.	1,000 shares common stock	1,000
KNIGHT ENERGY SERVICES, INC.	500 shares of common stock	500

7. The number of shares voted for and against the approval and adoption of the AGREEMENT AND PLAN OF MERGER were as follows:

Name of Corporation	Total Shares Voted For	Total shares Voted Against
NEXSTORE, INC.	1,000 Common	None
KNIGHT ENERGY SERVICES, INC.	500 Common	None

8. The Charter of NEXSTORE, INC. will not be amended in conjunction with the merger.

9. These ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be effective at 11:30 p.m., on December 29, 1998 pursuant to Section.607.1101 F.S. of the Florida Business Corporation Act, and the merger therein contemplated shall be deemed to be completed and consummated at said time.

IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the President and Secretary (or Assistant Secretary) of NEXSTORE, INC. and by the President and Secretary (or Assistant Secretary) of KNIGHT ENERGY SERVICES, INC., each thereunto duly authorized, as of the 29<sup>th</sup> day of December, 1998.

NEXSTORE, INC.

ATTEST:

By:

William L. Knight  
Asst. Secretary William L. Knight

William L. Knight

Asst. Secretary

KNIGHT ENERGY SERVICES, INC.

ATTEST:

By:

William L. Knight  
Asst. Secretary William L. Knight

William L. Knight

Asst. Secretary