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EFFECTIVE DATE  
03/31/03

FILED  
03 MAR 25 PM 3:20  
TALLAHASSEE, FLORIDA

PS 4/2/03

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MARQUIS MANAGEMENT, INC., A FLORIDA CORPORATION V66895  
,

INTO

**PRIME MANAGEMENT GROUP, INC.**, a Florida entity, P95000087374

File date: March 26, 2003, effective March 31, 2003

Corporate Specialist: Pamela Smith

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Prime Management Group, Inc.  
\_\_\_\_\_  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Catherine Conneely  
\_\_\_\_\_  
(Name of person)

Ferrante & Associates  
\_\_\_\_\_  
(Name of firm/company)

126 Prospect Street  
\_\_\_\_\_  
(Address)

Cambridge, MA 02139  
\_\_\_\_\_  
(City/state and zip code)

For further information concerning this matter, please call:

Catherine Conneely at ( 617 ) 868 - 5000  
\_\_\_\_\_  
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; **please send an additional copy of your document if a certified copy is requested**)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**ARTICLES OF MERGER**  
**(Profit Corporations)**

**FILED**

03 MAR 26 PM 3:20

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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><br>(If known/ applicable) | <u>EFFECTIVE DATE</u> |
|------------------------------|---------------------|--|-----------------------|
| Prime Management Group, Inc. | Florida             | P95000087374                                     | <u>03-31-03</u>       |

**Second:** The name and jurisdiction of each **merging** corporation:

| <u>Name</u>              | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| Marquis Management, Inc. | Florida             | V66895   |
| _____                    | _____               | _____  |
| _____                    | _____               | _____  |
| _____                    | _____               | _____  |
| _____                    | _____               | _____  |

**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** 03 / 31 / 03 (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 03/19/03

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 03/19/03

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)*



## PLAN OF MERGER

**THIS PLAN OF MERGER** (the "Plan") is made and entered into this 19<sup>th</sup> day of March, 2003, by and between Prime Management Group, Inc. ("Prime"), a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and Marquis Management, Inc. ("Marquis"), a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date.

### RECITALS

- A. Prime and Marquis (individually sometimes called a "Constituent Corporation" and together called the "Constituent Corporations") desire that Marquis merge with and into Prime with Prime being the surviving corporation.
- B. Marquis is a Florida corporation duly organized, validly existing and in good standing under the laws of the State of Florida and is authorized by the Secretary of State of the State of Florida to conduct a business, with authorized capital of 1,000 shares of common stock of which, on the date hereof, there are 100 shares issued and outstanding ("Marquis Common Stock");
- C. Prime is an Florida corporation duly organized, validly existing and in good standing under the laws of the State of Florida, and is authorized by the Department of State of the State of Florida to conduct a business, with authorized capital of 2,000,000 common and 2,000,000 preferred shares of capital stock of which, on the date hereof, there are 49 shares issued and outstanding ("Prime Common Stock").
- D. The respective boards of directors of Prime and Marquis deem it desirable and in the best interest of their respective corporations and stockholders to merge Marquis with and into Prime as provided in this Plan pursuant to the provisions of the provisions of Florida Business Corporation Act and that Prime be the surviving corporation (the "Surviving Corporation").

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the parties do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

#### 1. THE MERGER

- a. Upon consummation of the merger contemplated herein, at the Effective Time (as defined in Article 4.0 hereof), and pursuant to the provisions of the Florida Business Corporation, Prime, which is the owner of all of the outstanding shares of Marquis, shall merge Marquis into Prime, and Prime shall thereupon be the surviving corporation, and shall continue to exist as said surviving corporation (the "Merger"). The separate corporate existence of Marquis shall cease upon the Effective Time in accordance with the provisions of the Florida Business Corporation Act.

2. THE NAME

- a. The name of the surviving corporation shall be "Prime Management Group, Inc."

3. ARTICLES OF INCORPORATION

- a. The Articles of Incorporation of Prime, as in effect immediately prior to the Effective Time provided for in this Plan shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. EFFECTIVE TIME

- a. The Merger will be effective on March 31<sup>st</sup>, 2003 (the "Effective Time") pursuant to Section 607.1101(3)(b) of the Florida Business Corporation Act.

5. BY-LAWS

- a. The By-Laws of Prime as in effect immediately prior to the Effective Time, shall at and after the Effective Time, continue to be the By-Laws of the Surviving Corporation until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

6. DIRECTORS AND OFFICERS

- a. The board of directors and officers of Prime immediately prior to the Effective Time shall, at and after the Effective Time, serve as the board of directors and officers of the Surviving Corporation until its next annual meeting of shareholders or until such time as their successors have been elected and qualified.

7. RIGHTS AND DUTIES OF SURVIVING CORPORATION

- a. At and after the Effective Time, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Marquis shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property rights, and every other interest of Surviving Corporation and Marquis shall be effectively the property of the Surviving Corporation as they were of the Surviving Corporation and Marquis, respectively. All rights of creditors of Marquis and all liens upon any property of Marquis shall be preserved unimpaired, and all debts, liabilities, obligations and duties of Marquis may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Time, the last acting officers of Marquis, or the corresponding officers of the Surviving

Corporation, may, in the name of Marquis, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest in the Surviving Corporation title to and possession of any property of Marquis acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intents and purposes hereof, and the proper officers and directors of the Surviving Corporation are fully authorized in the name of Marquis or otherwise to take any and all such action.

#### 8. CONVERSION OF SHARES

- a. In and by virtue of the Merger and at the Effective Time, pursuant to this Plan, the shares of each of the Constituent Corporations shall be converted into the shares or other securities of the Surviving Corporation as follows:
  - i. Effect on Marquis Stock:
    - (1) The issued shares of Marquis Common Stock shall not be converted in any manner, but each said share which is issued immediately prior to the Effective Time shall be surrendered and extinguished.
  - ii. Effect on Prime Stock:
    - (1) Each share of Prime Stock issued and outstanding immediately prior to the Effective Time shall be unaffected and continue to be shares of the Surviving Corporation.

#### 9. SHAREHOLDER APPROVAL

- a. The Plan herein made and approved shall be submitted to the shareholders of Marquis and to the shareholders of Prime for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

#### 10. MISCELLANEOUS

- a. GOVERNING LAW. This Plan of Merger has been executed in the State of Florida, and the laws of the State of Florida shall govern the validity and interpretation hereof and the performance by the parties hereto.
- b. NOTICE. Prime hereby (i) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Marquis and in any proceeding for the enforcement of the rights of a dissenting stockholder of Marquis pursuant to section 607.1302 of the Florida Business Corporation Act, and (ii) irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such proceeding.



- c. **FURTHER ACTION.** The Board of Directors and the proper officers of Prime are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
- d. **SUCCESSORS AND ASSIGNS.** This Plan of Merger shall be binding upon and enforceable by the parties hereto and their respective successors, assigns and transferees, but this Plan of Merger may not be assigned by either party without the written consent of the other.
- e. **TERMINATION.** This Plan may, by the mutual consent and action of the boards of directors of Marquis and Prime, be abandoned at any time before or after approval thereof by the shareholders of Marquis, but not later than the filing of this Plan with the Secretary of State of the State of Florida.