

P96 000000 3046

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000124643 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 DEC 28 PM 4:53

MERGER OR SHARE EXCHANGE

T D T, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RECEIVED
2 JAN -8 PM 12:04
DIVISION OF CORPORATIONS

<https://cciss1.dos.state.fl.us/scripts/efilcovr.exe>

merger

1/8/02

AR

12/28/01

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

TERRY DICKS TRUCKING CO., INC., a Florida corporation, G13501

INTO

T D T, INC., a Florida entity, P96000003046.

File date: December 28, 2001

Corporate Specialist: Darlene Connell

01/08/2002 11:51 CORPDIRECT → 2050380

NO.491 001

Department of State 12/31/2001 11:42 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 31, 2001

T D T, INC.
ROUTE 10, BOX 319
LAKE CITY, FL 32025

SUBJECT: T D T, INC.
REF: P96000003046

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

THE NAME OF THE ABOVE CORP. SHOULD HAVE SPACES BETWEEN THE LETTERS. {CR2} THE NAME OF THE MERGING CORPORATION IS "TERRY DICKS TRUCKING CO., INC." THESE NAMES MUST BE CORRECTED THROUGHOUT THE DOCUMENT.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: R01000124643
Letter Number: 501A00067664

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

H01000124643

ARTICLES OF MERGER

(Profit Corporations)

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>T D T, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Terry Dickie Trucking Co., Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

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 12 / 28 / 01 (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 December 27, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 27, 2001 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 December 27, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 27, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 DEC 28 PM 4:53

H01000124643

H01000124643

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into this 27th day of December, 2001, by and between Terry Dicks Trucking Co., Inc., a Florida corporation, and T D T, Inc., a Florida corporation.

WITNESSETH:

WHEREAS, Terry Dicks Trucking Co., Inc. is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, Terry Dicks Trucking Co., Inc. is authorized to issue One Thousand (1,000) shares of voting Common Stock, ("Terry Dicks Trucking Co., Inc. Common Stock"), of which One Thousand (1,000) shares of Terry Dicks Trucking Co., Inc. Common Stock are issued and outstanding; and

WHEREAS, T D T, Inc. is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, T D T, Inc. is authorized to issue Ten Thousand (10,000) shares of voting common Stock, par value \$.25 (the "T D T, Inc. Common Stock"), of which One Thousand (1,000) shares of T D T, Inc. Common Stock are issued and outstanding; and

WHEREAS, the respective Boards of Directors and Shareholders of Terry Dicks Trucking Co., Inc. and T D T, Inc. deem it advisable, for the benefit of their respective corporations and shareholders, that Terry Dicks Trucking Co., Inc. be merged into T D T, Inc., as the surviving corporation (in its capacity as surviving corporation, T D T, Inc. is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act") and have approved this Agreement pursuant to written consents in lieu of a meeting dated December 27, 2001; and

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. **Merger.** The names of the corporations which propose to merge are Terry Dicks Trucking Co., Inc. and T D T, Inc. In accordance with the provisions of the Florida Act, at the Effective Date (as hereinafter defined), Terry Dicks Trucking Co., Inc. shall be merged into T D T, Inc. and T D T, Inc. shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida.

2. **Continuation of Corporate Existence.** Except as may otherwise be set forth herein, the corporate existence and identity of T D T, Inc., with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of Terry Dicks Trucking Co., Inc. with

H01000124643

H01000124643

all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of T D T, Inc. and the Surviving Corporation shall be vested fully therewith and the separate corporate existence and identity of Terry Dicks Trucking Co., Inc. shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") immediately upon the filing of this Agreement and Plan of Merger and the Articles of Merger with the Secretary of State of the State of Florida pursuant to the Florida Act.

4. Corporate Government.

a. The Articles of Incorporation of T D T, Inc., as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

b. The Bylaws of T D T, Inc., as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

c. The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for T D T, Inc. as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting the Terry Dicks Trucking Co., Inc. Common Stock into the T D T, Inc. Common Stock shall be as follows:

a. Each of the shares of Terry Dicks Trucking Co., Inc. Common Stock which shall be outstanding immediately prior to the Effective Date shall at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be converted to one share of voting common stock of T D T, Inc.

b. The stock transfer books of Terry Dicks Trucking Co., Inc. shall be closed as of the close of business on the Effective Date and no transfer of record of any of the Terry Dicks Trucking Co., Inc. Common Stock shall take place thereafter.

6. Rights and Liabilities of the Surviving Corporation. The Surviving Corporation shall have the following rights and obligations:

a. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.

b. The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of Terry Dicks

H01000124643

H01000124643

Trucking Co., Inc. and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or belonging or due to Terry Dicks Trucking Co., Inc. shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

c. At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of Terry Dicks Trucking Co., Inc. and any claim existing or action or proceeding pending by or against Terry Dicks Trucking Co., Inc. or T D T, Inc. may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of Terry Dicks Trucking Co., Inc. or T D T, Inc. shall be impaired by the merger.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the day and year first above written.

Attest:

Terry Dicks Trucking Co., Inc.

Clinton F. Dicks Jr.
Clinton F. Dicks, Jr., Secretary

By: N. Terry Dicks pres.
N. Terry Dicks, President

Attest:

T D T, Inc.

Clinton F. Dicks Jr.
Clinton F. Dicks, Jr., Secretary

By: N. Terry Dicks pres.
N. Terry Dicks, President

H01000124643