

P96000005528

Florida Department of State
Division of Corporations
Public Access System

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.

((H02000206413 5)))

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 : NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.
Account Number : I20010000202
Phone : (941) 954-4691
Fax Number : (941) 954-2128

RECEIVED
DIVISION OF CORPORATIONS
02 OCT - 1 PM 2:59

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 OCT - 1 PM 4:15

MERGER OR SHARE EXCHANGE

ALLES OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

10/2/02

Merger

Lopez
3890-5

DL

ARTICLES OF MERGER
Merger Sheet

MERGING:

PACK-TECH INDUSTRIES, INC., a Florida corporation, P99000014093

INTO

ALLES OF FLORIDA, INC., a Florida entity, P96000005528.

File date: October 1, 2002

Corporate Specialist: Darlene Connell

H020002064135

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 OCT -1 PM 4:15

ARTICLES OF MERGER

1. The undersigned corporations, Alles of Florida, Inc. and Pack -Tech Industries, Inc., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.
2. The name of the surviving corporation is Alles of Florida, Inc. and it is to be governed by the laws of the State of Florida.
3. The principal office of the surviving corporation shall be as follows:

7955 West 20th Avenue
Hialeah, Florida 33014
4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.
5. The Plan of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State of Florida.
6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of Alles of Florida, Inc., a Florida corporation on the 21TH day of SEPTEMBER, 2002.
8. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of Pack-Tech Industries, Inc. a Florida corporation on the 27TH day of SEPTEMBER, 2002.
9. As to each of the undersigned corporations, the number of shares outstanding and the total number of shares voted for and

H020002064135

MBB

H020002064135

against such Plan of Merger, are as follows:

Name of Corporation	Outstanding Shares	For	Against
Alles of Florida, Inc.	9,500,000	9,500,000	0
Pack-Tech Industries, Inc	500	500	0

10. The Plan of Merger calls for cancellation of the issued shares of Pack-Tech Industries, Inc, a Florida corporation, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued shares of Alles of Florida, Inc., a Florida corporation, shall not be affected by this merger.

Alles of Florida, Inc.,
a Florida corporation

By: Joshua Berman, Pres.
Joshua Berman, President

Attest: Martin Berman
Martin Berman, Secretary

Pack -Tech Industries, Inc.
a Florida corporation

By: Michael Blaikie
Michael Blaikie, President

Attest: Michael Blaikie
Michael Blaikie, Secretary

STATE OF FLORIDA

COUNTY OF Hillsborough Cty.

PERSONALLY, appeared before me, the undersigned authority, Joshua Berman, who acknowledged to and before me that he is President of Alles of Florida, Inc., a Florida corporation, and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed.

H020002064135

WITNESS my hand and official seal in the County and State last
aforesaid this 27th day of September, 2002.

Kim S. Sichert

Notary Public

My Commission Expires: 4-25-03

STATE OF FLORIDA

COUNTY OF Hillsborough

PERSONALLY, appeared before me, the undersigned authority,
Michael Blaikie, who acknowledged to and before me that he is
President of Pack -Tech Industries, Inc., a Florida corporation, and
that he executed the foregoing Articles of Merger for the reasons and
purposes therein expressed.

WITNESS my hand and official seal in the County and State last
aforesaid this 27th day of September, 2002.

Kim S. Sichert

Notary Public

My Commission Expires: 4-25-03

W:\Alles of Florida\Pack Tech\Final Documents\Merger Articles



H020002064135

PLAN OF MERGER

PLAN OF MERGER dated the 21st day of September, 2002 between Alles of Florida, Inc., a Florida corporation, hereinafter sometimes called the surviving corporation, and Pack-Tech Industries, Inc., a Florida corporation, hereinafter sometimes called the disappearing corporation or collectively called the constituent corporations.

STIPULATIONS

A. Alles of Florida, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 7955 West 20th Avenue, Hialeah, Florida 33014.

B. Alles of Florida, Inc has a capitalization of 15,000,000 authorized shares of One Cent (\$0.01) par value common stock, of which 9,500,000 shares are issued and outstanding.

C. Pack -Tech Industries, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 4302 East 10th Avenue, Suite 301, Tampa, Florida 33605

D. Pack -Tech Industries, Inc. has a capitalization of 7,500 authorized shares of One Dollar (\$1.00) par value par value common stock of which Five Hundred (500) shares are issued and outstanding.

H020002064135

M83

H020002064135

E. The boards of directors of the corporations hereto deem it desirable and in the best business interests of the corporations and their stockholders that Pack -Tech Industries, Inc., be merged into Alles of Florida, Inc., a Florida corporation, pursuant to the provisions of Section 607.1101 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section One. Merger. Pack -Tech Industries, Inc., a Florida corporation, shall merge with and into Alles of Florida, Inc, a Florida corporation, which shall be the surviving corporation. The surviving corporation shall be governed by the laws of the State of Florida.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the disappearing corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the disappearing corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the disappearing corporation, and neither the rights of creditors nor any liens on the property of the disappearing corporation shall be impaired by the merger.



H020002064135

H020002064135

Section Three. Conversion of Shares. The manner of converting the shares of the disappearing corporation into shares of the surviving corporation is as follows:

(a) Each share of One Dollar (\$1.00) par value common stock of Pack-Tech Industries, Inc. issued and outstanding on the effective date of the merger shall be converted into One Thousand (1,000) shares of the One Cent (\$0.01) par value common stock of Alles of Florida, Inc. which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the disappearing corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the disappearing corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such

H020002064135

H020002064135

fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the disappearing corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

Section Four. Changes In Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger, except that Article VIII thereof shall be amended as follows:

The number of directors of the corporation may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation on the effective date



H020002064135

m22

H020002064135

of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the disappearing and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida, to consummate this merger.

Section Eight. Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held at such times as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the disappearing corporation at any time prior to the effective date on the happening of either of the following events:

H020002064135

H020002064135

(a) If the merger is not approved by the stockholders of either the surviving or the disappearing corporation on or before December 31, 2002

(b) If, in the judgment of the board of directors of either the surviving or the disappearing corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

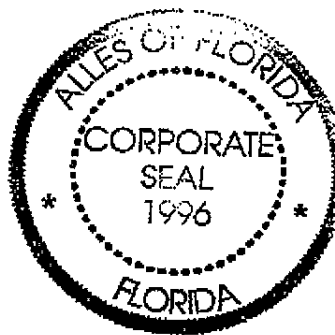
Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Alles of Florida, Inc.,
a Florida corporation

By: Joshua Berman, Pres.
Joshua Berman, President

Attest: Martin Berman
Martin Berman, Secretary



H020002064135

OCT-01-2002 14:32

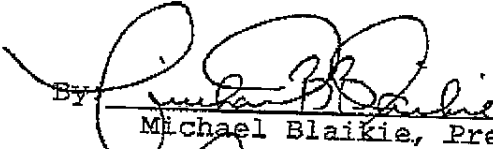
NORTON HAMMERSLEY LOPEZ

941 954 4691

P.11


H020002064135

Pack -Tech Industries, Inc.
a Florida corporation

By 
Michael Blaikie, President

Attest 
Michael Blaikie, Secretary

W:\Alles of Florida\Pack Tech\Final Documents\Merger Plan


H020002064135

TOTAL P.11