

P960000006742



ACCOUNT NO. : 072100000032

REFERENCE : 64349 *Patricia T. 4336896*

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 22, 1997

ORDER TIME : 3:09 PM

ORDER NO. : 645349-005

CUSTOMER NO: 4336896

CUSTOMER: Ms. Amy E. Schultz
Thaler & Thaler
700 N. Olive Ave.

West Palm Beach, FL 33401

0000002381120--1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 22 PM 4:09

FILED

ARTICLES OF MERGER

R.S. GORDON CORP.

INTO

R.S. GORDON CORP.

DEPARTMENT OF CORPORATION

97 DEC 22 PM 4:23

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

12/23
gph
Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

R. S. GORDON CORP., a Florida corporation, P96000006742

INTO

R. S. GORDON CORP., a Delaware corporation not qualified in Florida.

File date: December 22, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
R. S. GORDON CORP. (A FLORIDA CORPORATION)
AND
R. S. GORDON CORP. (A DELAWARE CORPORATION)

FILED

97 DEC 22 PM 4: 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging **R. S. GORDON CORP., A FLORIDA CORPORATION** with and into **R. S. GORDON CORP., A DELAWARE CORPORATION**.

2. The merger of **R. S. GORDON CORP., A FLORIDA CORPORATION** with and into **R. S. GORDON CORP., A DELAWARE CORPORATION** is permitted by the laws of the jurisdiction of organization of **R. S. GORDON CORP., A FLORIDA CORPORATION** and is in compliance with said laws. The date of said adoption of the Plan of Merger by the shareholders of **R. S. GORDON CORP., A FLORIDA CORPORATION** was December 10, 1997.

3. The shareholders of **R. S. GORDON CORP., A DELAWARE CORPORATION**, entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on December 10, 1997.

4. The effective time and date of the merger herein provided for interest he State of Florida shall be 9:00 a.m. on December 15, 1997.

Executed on December 10, 1997.

R. S. GORDON CORP., A FLORIDA CORPORATION

By: 
ROBERT S. GORDON, President

R. S. GORDON CORP., A DELAWARE CORPORATION



By: 
ROBERT S. GORDON, President

STATE OF FLORIDA)
)ss
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 10th day of December, 1997 by **ROBERT S. GORDON**, President of **R.S. GORDON CORP.**, a Florida Corporation, on behalf of the Corporation.

My Commission Expires: 5/14/2000

☒ Personally known or ☐ produced identification
Type of Identification Produced:

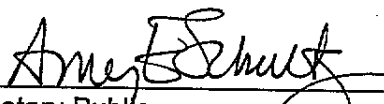
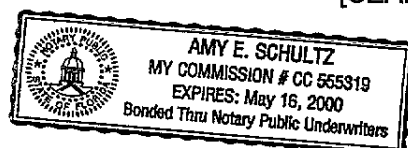

Notary Public
Print Name: **AMY E. SCHULTZ**
 [SEAL]

STATE OF FLORIDA)
)ss
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 10th day of December, 1997 by **ROBERT S. GORDON**, President of **R.S. GORDON CORP.**, a Delaware Corporation, on behalf of the Corporation.

My Commission Expires: 5/16/2000

☒ Personally known or ☐ produced identification
Type of Identification Produced:


Notary Public
Print Name: **AMY E. SCHULTZ**
 [SEAL]

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER adopted for **R. S. GORDON CORP., A DELAWARE CORPORATION**, a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on December 10, 1997, and adopted for **R. S. GORDON CORP., A FLORIDA CORPORATION**, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 10, 1997. The names of the corporations planning to merge are **R. S. GORDON CORP., A DELAWARE CORPORATION**, a business corporation organized under the laws of the State of Delaware, and **R. S. GORDON CORP., A FLORIDA CORPORATION**, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which **R. S. GORDON CORP., A FLORIDA CORPORATION** plans to merge is **R. S. GORDON CORP., A DELAWARE CORPORATION**.

1. **R. S. GORDON CORP., A DELAWARE CORPORATION** and **R. S. GORDON CORP., A FLORIDA CORPORATION**, shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, **R. S. GORDON CORP., A DELAWARE CORPORATION**, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name **R. S. GORDON CORP.**, pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of **R. S. GORDON CORP., A FLORIDA CORPORATION**, which is sometimes hereinafter referred to as the "non-surviving corporation" shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said 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 General Corporation Law of the State of Delaware.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware., the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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.

Dated: December 10, 1997

R. S. GORDON CORP., A FLORIDA CORPORATION

By: 
ROBERT S. GORDON, President

R. S. GORDON CORP., A DELAWARE CORPORATION


By: 
ROBERT S. GORDON, President

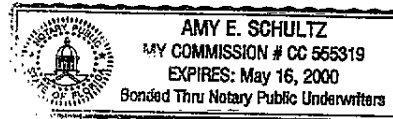
STATE OF FLORIDA)
)ss
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 10th day of December, 1997 by **ROBERT S. GORDON**, President of **R.S. GORDON CORP.**, a Florida Corporation, on behalf of the Corporation.

My Commission Expires: 5/16/2000

☒ Personally known or ☐ produced identification
Type of Identification Produced:


Notary Public
Print Name: **AMY E. SCHULTZ**




[SEAL]

STATE OF FLORIDA)
)ss
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this _____ day of December, 1997 by **ROBERT S. GORDON**, President of **R.S. GORDON CORP.**, a Delaware Corporation, on behalf of the Corporation.

My Commission Expires: 5/16/2000

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[SEAL]