

P96000022592

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

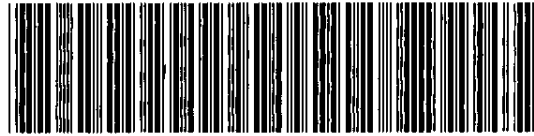
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Merged

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RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2011 JAN 18 AM 11:32  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2011 JAN 18 PM 2:34  
FILED

Dr  
1/18/11

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

DAFFIN ENTERPRISES, INC.

INTO

MARLEX CORPORATION OF SARASOTA,  
INC.

Signature \_\_\_\_\_

Requested by: SETH

01/18/11 PM

Name

Date

Time

Walk-In

Will Pick Up

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ ✓ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ ✓ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES AND PLAN OF MERGER**

**OF**

**DAFFIN ENTERPRISES, INC.  
A Florida Corporation**

**INTO**

**MARLEX CORPORATION OF SARASOTA, INC.  
A Florida Corporation**

**Pursuant to Chapter 607 of the Florida  
Business Corporations Act**

**FILED**

**2011 JAN 18 PM 2:34**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, President and Secretary of DAFFIN ENTERPRISES, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "First Party"), and the President and Secretary of MARLEX CORPORATION OF SARASOTA, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Second Party"), hereby certify that:

1. Special meetings of the Shareholders and Board of Directors of DAFFIN ENTERPRISES, INC., a Florida corporation, were held on September 30, 2010, after proper notice, for the purpose of adopting an Agreement and Plan of Reorganization and Merger as between First Party and Second Party, with Second Party being the surviving corporation. Further, a unanimous written consent of the Shareholders and Board of Directors of DAFFIN ENTERPRISES, INC., a Florida corporation, was executed on September 30, 2010, adopting an Agreement and Plan of Reorganization and Merger as between First Party and Second Party, with Second Party being the surviving corporation.

2. The name of the surviving corporation is MARLEX CORPORATION OF SARASOTA, INC., and it is to be governed by the laws of the State of Florida.

3. First Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on January 28, 1993.

4. Second Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on March 12, 1996.

5. The laws of the State of Florida under which the Second Party is organized permit such a merger.

6. There are no changes in the Articles of Incorporation of the surviving corporation.

7. The Agreement and Plan of Reorganization and Merger was adopted and approved by the Board of Directors and by the Shareholders of First Party on September 30, 2010 in the manner prescribed by the laws of the State of Florida, and was adopted and approved by the Board of Directors and Shareholders of Second Party on September 30, 2010 in the manner prescribed by the laws of the State of Florida, and pursuant to Internal Revenue Code Section 368(a)(1)(F), as amended.

8. First Party has one hundred (100) shares of common stock outstanding. Second Party has one hundred (100) shares of common stock outstanding. All of said outstanding shares are entitled to vote, and all of the shares entitled to vote, voted for the Agreement and Plan of Reorganization and Merger.

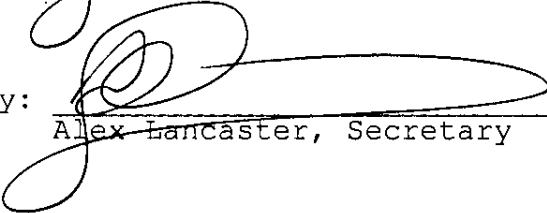
9. On the effective date of the Merger, all rights and respects of the Shareholders of First Party in the common stock of First Party shall be cancelled forthwith, and the certificates representing such shares shall be surrendered and canceled.

10. This merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

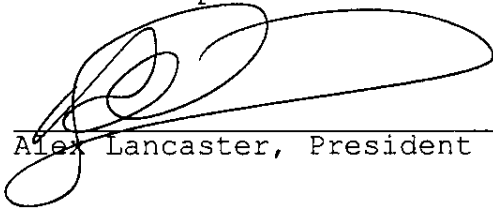
The corporate parties hereto have caused these Articles and Plan of Merger to be executed by the duly authorized officers this 30th day of September, 2010.

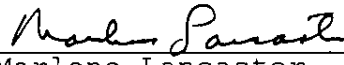
DAFFIN ENTERPRISES, INC.,  
a Florida Corporation

By:   
Alex Lancaster, President

By:   
Alex Lancaster, Secretary

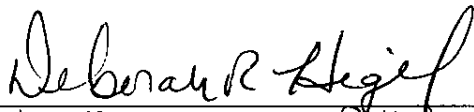
MARLEX CORPORATION OF SARASOTA, INC.,  
a Florida Corporation


By:   
Alex Lancaster, President

By:   
Marlene Lancaster, Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

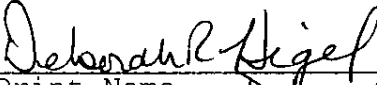
I hereby certify that on the 30th day of September, 2010, before me personally appeared ALEX LANCASTER, as President and as Secretary of DAFFIN ENTERPRISES, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing Articles of Merger and acknowledged the execution thereof to be their free act and deed as such officers, on behalf of the Corporation.


  
Print Name Deborah R. Higel  
Notary Public, State of Florida  
My commission expires:

NOTARY PUBLIC-STATE OF FLORIDA  
 Deborah R. Higel  
Commission #D10688202  
Expires: JULY 31, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

STATE OF FLORIDA  
COUNTY OF SARASOTA

I hereby certify that on the 30th day of September, 2010, before me personally appeared ALEX LANCASTER, as President and MARLENE LANCASTER, as Secretary of MARLEX CORPORATION OF SARASOTA, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing Articles of Merger and acknowledged the execution thereof to be their free act and deed as such officers, on behalf of the Corporation.

  
Print Name Deborah R. Higel  
Notary Public, State of Florida  
My commission expires:

NOTARY PUBLIC-STATE OF FLORIDA  
 Deborah R. Higel  
Commission #D1688202  
Expires: JULY 31, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

**This Document Prepared By:**

**Robert W. Darnell, Esq.  
HANKIN, PERSSON, DAVIS,  
McCLENATHEN & DARNELL  
1820 Ringling Boulevard  
Sarasota, FL 34236  
(941) 365-4950**

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