

P96000028420

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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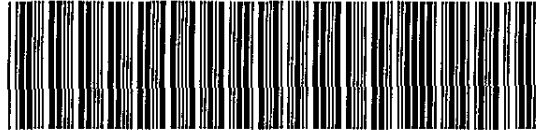
(Business Entity Name)

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EFFECTIVE DATE

12-31-05

12/19/05--01049--019 **43.75

FILED
05 DEC 19 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/05
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TRANSMITTAL LETTER

12/13/05

TO: Amendment Section
Division of Corporations

SUBJECT: Shoffler Enterprises, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard N. Matties, Esq.

(Name of person)

Levene Gouldin & Thompson, LLP

(Name of firm/company)

Box F-1706

(Address)

Binghamton, NY 13902-0106

(City/state and zip code)

For further information concerning this matter, please call:

Richard N. Matties

(Name of person)

at (

607

) 584-5662

(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

(Profit Corporations)

EFFECTIVE DATE

12-31-05

Shoffler Enterprises, Inc. Florida P96000028420

Shoffler Enterprises, Inc.	Florida	P96000028420
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Shoffler International, Inc. Florida P96000028415__

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Department of State.

OR 12 / 31 / 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 12, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 12, 2005.

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)

FILED
05 DEC 19 PM 3:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

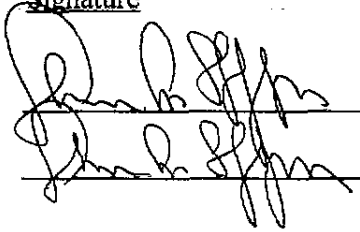
Seyenth: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Shoffler Enterprises, Inc.



Glenn A. Shoffler, President

Shoffler International, Inc.

Glenn A. Shoffler, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Shoffler International, Inc.

Florida

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Shoffler Enterprises, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shares of Shoffler International, Inc. will be surrendered by the shareholders for an equal number of shares in Shoffler Enterprises, Inc. The shares (100%) of Shoffler Enterprises, Inc. now owned by Shoffler International, Inc. will be cancelled.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

The shares of Shoffler International, Inc. will be surrendered by the shareholders for an equal number of shares in Shoffler Enterprises, Inc. The shares (100%) of Shoffler Enterprises, Inc. now owned by Shoffler International, Inc. will be cancelled.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A