

P96000071844

MICHAEL R. BARNES, P. A.  
513 WHITEHEAD STREET  
KEY WEST, FL 33040  
305-296-5297  
FAX: 305-296-5254

October 10, 1997

Florida Department of State  
Division of Corporations  
Attn.: Thelma Lewis  
P.O.Box 6327  
Tallahassee, FL 32314

400002329114--S  
-10/24/97--01071--007  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**RE: Merger of Rent Key West and Lowe & Associates**

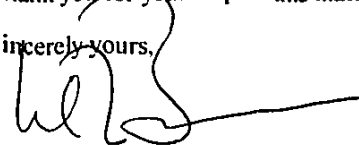
Dear Ms. Lewis:

From the paperwork you previously provided, we have drawn up the agreement of merger and plan of reorganization. An original and one copy is provided.

We have included a check for \$35.00 plus \$8.75 for a certificate of status. A previous check for \$35.00 was sent to you with the first set of documents wherein they were returned to us ( see letter number 797A00043445) to do the merger.

Thank you for your help in this matter.

Sincerely yours,



Michael R. Barnes

MRB/ap  
Enclosures (2)

Cc: file

FILED  
97 OCT 21 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merged*

OCT 21 1997

Law Offices of  
MICHAEL R. BARNES, P.A.  
513 Whitehead Street  
Key West, Florida 33040

City/State/Zip

Phone #

400002273964--9  
-08/21/97--01034--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 28, 1997

MICHAEL R. BARNES, ESQ.  
513 WHITEHEAD STREET  
KEY WEST, FL 33040

SUBJECT: RENT KEY WEST PROPERTIES, INC.  
Ref. Number: L83669

We have received your document for RENT KEY WEST PROPERTIES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 797A00043445

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RENT KEY WEST PROPERTIES, INC., a Florida corporation, L83669

INTO

LOWE & ASSOCIATES OF KEY WEST, INC., a Florida corporation,  
P96000071844

File date: October 21, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER AND  
PLAN OF REORGANIZATION  
MERGING  
RENT KEY WEST PROPERTIES, INC.  
INTO  
LOWE & ASSOCIATES OF KEY WEST, INC.

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FILED  
97 OCT 21 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS ARTICLE OF MERGER AND PLAN OF REORGANIZATION is made, this 9<sup>th</sup> day of October 1997, by and between RENT KEY WEST PROPERTIES, INC., a Florida corporation, (the "Merging Corporation") and LOWE & ASSOCIATES OF KEY WEST, INC., a Florida corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Article as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida located at 512 Fleming Street, in the City of Key West, County of Monroe; its Registered Agent at that address is MICHAEL R. BARNES, 513 Whitehead Street, Key West, Florida 33040;

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Florida located at 1107 Truman Avenue, in the City of Key West, County of Monroe; its Registered Agent at that address is MICHAEL R. BARNES, 513 Whitehead Street, Key West, Florida 33040;

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 100 shares of common stock at \$1.00 par value;

WHEREAS, the Merging Corporation is currently a wholly owned subsidiary of the Surviving Corporation; and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on

the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of continuing any lawful business.

NOW THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below.

#### ARTICLE I.

The Constituent Corporations hereby agree that the Merging Corporations shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the Effective date of the Agreement.

#### ARTICLE II.

The mode of carrying the merger into effect shall be as follows: Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the stockholders after the Effective Date. The certificates representing the shares of stock of the Merging corporation shall be e surrendered and canceled on the Effective Date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

### ARTICLE III.

Pursuant to applicable statutory provisions, this merger does not require the approval of the shareholders of the Surviving Corporation or the Merging Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

- a) All of the outstanding shares of capital stock of the Merging Corporation are currently owned, and on the Effective Date of this merger will be owned, by the Surviving Corporation;
- b) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation;
- c) Since all shares of the Merging are owned by the Surviving Corporation, notice of the merger need not be given to shareholders of the Merging Corporation.

### ARTICLE IV.

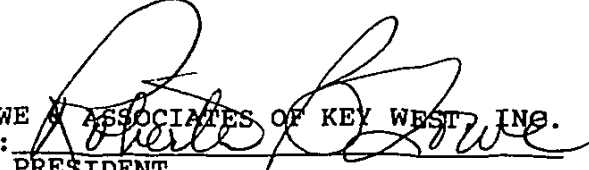
This Agreement of Merger and Plan of Reorganization shall become effective on the date it is filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed by this Agreement, by their respective President and Secretary, who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

ATTEST:

  
SECRETARY

LOWE & ASSOCIATES OF KEY  
WEST, INC.

LOWE & ASSOCIATES OF KEY WEST, INC.  
BY:   
PRESIDENT

This instrument was prepared by Michael R. Barnes, P.A., Attorney, whose address is 513 Whitehead Street, Key West, Monroe County, Florida 33040.  
B:\LOWEMERG.DOC