

P96000082649

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To: Division of Corporations  
Fax Number : (850) 922-4000

From: Account Name : LARRY V. BISHINS, P.A.  
Account Number : 072720000103  
Phone : (954) 772-7900  
Fax Number : (954) 772-7924

EFFECTIVE DATE

11-99

MERGER OR SHARE EXCHANGE

DE P.X. MARKETING, INC.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

L.T.J. INVESTMENTS, INC., a Florida corporation, document number  
P94000080350

INTO

**DF P.X. MARKETING, INC.**, a Florida corporation, P96000082649

File date: December 22, 1998, effective January 1, 1999

Corporate Specialist: Karen Gibson

EFFECTIVE DATE

1-1-99

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## ARTICLES OF MERGER

DF P.X. Marketing, Inc., a Florida corporation and L.T.J. Investments, Inc., a Florida corporation have adopted an Agreement of Merger and hereby adopt these Articles of Merger. The name of the surviving corporation is DF P.X. Marketing, Inc. and the name of the merging corporation is L.T.J. Investments, Inc.

## ARTICLE I

## Articles of Incorporation

The Articles of Incorporation of DF P.X. Marketing, Inc. the surviving corporation, have not been changed since last amendment.

## ARTICLE II

## Agreement of Merger

The Agreement of Merger containing the plan of merger is attached hereto and incorporated herein by reference.

## ARTICLE III

## Approval by DF P.X. Marketing, Inc.

The Stockholders and Directors of DF P.X. Marketing, Inc. have adopted the Plan of Merger and these Articles of Merger.

Prepared By:  
Larry V. Bishins, Esq.  
4548 North Federal Highway  
Fort Lauderdale, FL 33308  
Tel (954) 772-7900  
Fax (954) 772-7924  
Fla Bar No. 178986

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called Joint Special Meeting of the Stockholders and Board of Directors on the 17th day of December 1998.

ARTICLE IV

Approval by L.T.J. Investments, Inc.

The Stockholders and Directors of L.T.J. Investments, Inc., INC. adopted the Plan of Merger and Articles of Merger at a duly called Joint Special Meeting of the Stockholders and Board of Directors on the 17th day of December 1998.

ARTICLE V

Effective Date

These Articles of Merger shall become effective on January 1, 1999.

Dated this 17th day of December 1998.

DF P.X. Marketing, Inc.

By: Craig A. Sirota  
Craig A. Sirota, President

Attest: Craig A. Sirota  
By: Craig A. Sirota  
Craig A. Sirota, Secretary

L.T.J. Investments, Inc.

By: Craig A. Sirota  
Craig A. Sirota, President

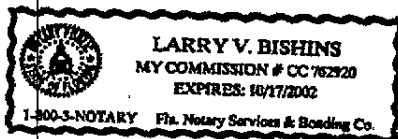
Attest: Craig A. Sirota  
By: Craig A. Sirota  
Craig A. Sirota, Secretary

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STATE OF FLORIDA                   )  
COUNTY OF PALM BEACH        )SS.

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The foregoing instrument was acknowledged before me this 17th day of December 1998 by Craig A. Sirota as President and Secretary of DF P.X. Marketing, Inc..



Larry V. Bishins  
Notary Public

Personally known OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA                   )  
COUNTY OF PALM BEACH        )SS.

The foregoing instrument was acknowledged before me this 17th day of December 1998 by Craig A. Sirota as President and Secretary of L.T.J. Investments, Inc.



Larry V. Bishins  
Notary Public

Personally known OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

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## AGREEMENT OF MERGER

THIS AGREEMENT, made this 17th day of December, 1999, by and between DF P.X. Marketing, Inc., a Florida corporation, hereinafter referred to "surviving corporation", and L.T.J. Investments, Inc. a Florida corporation, hereinafter to referred to as "merging corporation", said corporation sometimes hereinafter collectively referred to "constituent corporations".

## RECITALS

A. The surviving corporation, DF P.X. Marketing, Inc., is a corporation organized and existing under the laws of the State of Florida, having been incorporated in 1996 under document number P96000082649. The authorized capital stock of surviving corporation consists of 5000 shares of \$1.00 par value common stock, and

B. The merging corporation, L.T.J. Investments, Inc., is a corporation organized and existing under the laws of the State of Florida, having been incorporated in 1994 under document number P94000080350. The authorized capital stock of merging corporation consists of 5000 shares of \$1.00 par value common stock.

Prepared By:  
Larry V. Bishins, Esq.  
4548 North Federal Highway  
Fort Lauderdale, FL 33308  
Tel (954) 772-7900  
Fax (954) 772-7924  
Fla Bar No. 178986

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C. The Boards of Directors of surviving corporation and merging corporation, respectively, deem it desirable and in the best interests of the corporations and the shareholders that merging corporation be merged into surviving corporation, and the corporations, respectively desire that they so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual covenants and agreements herein set forth, and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. Agreement of Merger: The constituent corporations hereby agree that the merging corporation shall be merged into the surviving corporation.

2. Mode of effecting merger: The mode of carrying said merger into effect and the manner and basis of converting the shares of the merging corporation into shares of the surviving corporation, shall be as follows: each shareholder of the merging corporation shall surrender his certificate or certificates to the surviving corporation on the effective date of the merger. Upon surrender to the surviving corporation of the respective certificates for outstanding shares of the merging corporation, there shall be issued to the respective holders thereof, and substitution therefore, certificates for fully paid and

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non-assessable common shares of the surviving corporation in the ratio of one share of the surviving corporation for each one share of the merging corporation.

3. Place of office of the surviving corporation: The place in the State of Florida where the principle of the surviving corporation shall be located is 4548 North Federal Highway, Fort Lauderdale, FL 33308.

4. Directors: The present Directors of the surviving corporation shall continue until their successors are duly elected after the effective date of the merger.

5. Name and resident agent of corporation: Larry V. Bishins, 4548 North Federal Highway, Fort Lauderdale, FL 33308 being the address and county in which the principle office of the appointed the person on whom process, tax notices and demands against the surviving corporation for either of said constituent corporations may be served.

6. Reporting of Assets at Book Value as of the effective date: The aggregate stated capital, capital surplus and surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus and surplus of the surviving corporation.

7. Articles of Incorporation: The Articles of Incorporation of the surviving corporation, shall continue unchanged to be the Articles of the surviving corporation until further amended as

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provided by law.

8. By-Laws: The By-Laws of the surviving corporation shall remain unchanged.

9. Effective Date of Agreement: This Agreement shall be effective as of January 1, 1999.

10. Purpose of the surviving corporation: The purpose of the surviving corporation shall be the corporate purpose set forth in the existing Articles of Incorporation, as amended, of the surviving corporation.

11. Effective Merger: On the effective date of the merger, surviving corporation and merging corporation shall cease to exist separately and merging corporation shall be merged and in to surviving corporation in accordance with the provisions of this agreement and in accordance with the provisions of Chapter 607 of Florida Statutes. As provided therein, on the effective date of the merger, the surviving corporation shall possess all the rights, privileges, powers, franchises and trusts and fiduciary duties, powers and obligations, and shall be subject to all restrictions, disabilities and duties of each of the constituent corporations, and all and singular, the rights, privileges, powers and franchises and trusts and fiduciary rights, powers, duties, and obligations of each of the constituent corporations; and all property, real, personal and mixed and all debts due either of the constituent

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corporations on whatever account, belonging to each of the constituent corporations shall be vested in the surviving corporation; and all property rights, privileges, powers and franchises, and all and every other interest shall be thereafter effectively the property of the surviving corporation as they were of each of the respective constituent corporations; provided, however, that all rights creditors and all liens upon property for either of the constituent corporations shall be preserved, unimpaired, and all debts, liabilities and duties of each of the respective constituent corporations shall therefore attach to the surviving corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the surviving corporation.

12. Reorganization: The intent of this Agreement is to effect a statutory merger pursuant to Chapter 607 of the Florida Statutes and a re-organization within the meaning of Internal Revenue Code Section 368(a)(1)(A).

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IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto by the respective Presidents and Secretaries, of each of the constituent corporations.

DF P.X. Marketing, Inc.

By: Craig A. Sirota  
Craig A. Sirota, President

Attest:  
By: Craig A. Sirota  
Craig A. Sirota, Secretary

L.T.J. Investments, Inc.

By: Craig A. Sirota  
Craig A. Sirota, President

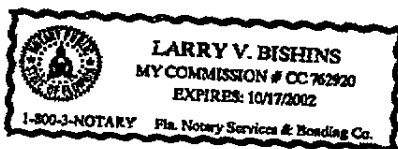
Attest:  
By: Craig A. Sirota  
Craig A. Sirota, Secretary

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STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) SS.

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The foregoing instrument was acknowledged before me this 17th day of December 1998 by Craig A. Sirota as President and Secretary of DF P.X. Marketing, Inc.

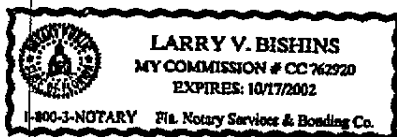


*Larry V. Bishins*  
Notary Public

Personally known \_\_\_\_\_ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) SS.

The foregoing instrument was acknowledged before me this 17th day of December 1998 by Craig A. Sirota as President and Secretary of L.T.J. Investments, Inc.



*Larry V. Bishins*  
Notary Public

Personally known \_\_\_\_\_ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_