

P97000003558

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

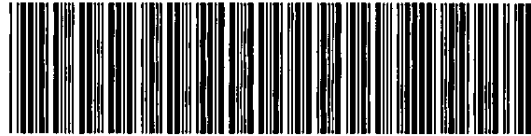
(Document Number)

Certified Copies ☒

Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



500107661995

merger

08/15/07--01024--003 **78.75

FILED
2007 SEP 17 PM 3:44
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Department B
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Richard T. Forsyth
(Contact Person)

Wertz McDade Wallace Moot & Brower
(Firm/Company)

945 Fourth Avenue
(Address)

San Diego, California 92101
(City/State and Zip Code)

For further information concerning this matter, please call:

Richard T. Forsyth At (619) 233 - 1888
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

WERTZ MCDADE WALLACE MOOT & BROUWER

LAWYERS

A PROFESSIONAL CORPORATION

Lynn M. Beekman
Sandra J. Brower
John P. Fiske
Richard T. Forsyth
Sarah H. Lanham
Joseph C. Lavelle
Julie A. Lewin
J. Michael McDade

Kathleen J. McKee
John S. Moot
Elaine A. Rogers
John H. Stephens
Bruce R. Wallace
John Ross Wertz
Pamela Lawton Wilson

Of Counsel
Rebecca Michael
Evan S. Ravich
Administrator
Fred Mahady, Jr.

September 12, 2007

VIA U.S. MAIL

Ms. Thelma Lewis
Florida Department of State
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: P.M. & R. Resources, Inc.

Dear Ms. Thelma Lewis:

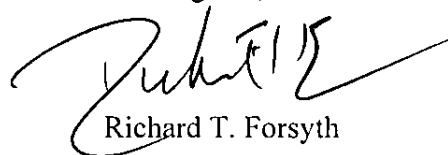
In accordance with your letter, which is attached, please find an original and one copy of the Articles of Merger and Plan of Merger required to complete the filing of merger between P.M. & R. Resources, Inc., a Florida corporation, and Department B, a California corporation. After consulting with your office, it is my understanding that the original check we sent totaling \$78.75 to cover the filing fee was not returned and is being held by your office.

Furthermore, in accordance with section 607.0123, Florida Statutes, we request the filing date that would have been applied had the original document not been deficient.

Please acknowledge receipt of the enclosed materials by date stamping the enclosed copies and returning it in the self-addressed envelope provided.

If you have any other questions or concerns, please do not hesitate to contact me at (619) 233-1888. Thank you for your time and assistance.

Best regards,



Richard T. Forsyth

Enclosures

945 Fourth Avenue, San Diego, California 92101

Telephone 619-233-1888 • Facsimile 619-696-9476 • www.wertzmcdade.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 20, 2007

RICHARD T. FORSYTH
WERTZ MCDADE WALLACE MOOT & BROWER
945 FOURTH AVENUE
SAN DIEGO, CA 92101

SUBJECT: P. M. & R. RESOURCES, INC.
Ref. Number: P97000003558

We have received your document for P. M. & R. RESOURCES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document submitted for filing a merger should the Articles of Merger and the Plan of Merger. We have enclosed a merger form, please correct your document to comply with Section 607.1105, Florida Statutes.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 907A00050435

Articles of Merger

The following articles of merger are submitted in regards to the merger of Department B, a California corporation, and P.M. & R. Resources, Inc., a Florida corporation. These articles of merger are submitted pursuant to section 607.1105, Florida Statutes.

I. Surviving Corporation

In the merger between Department B, a California corporation, and P.M. & R. Resources, Inc., a Florida corporation, Department B shall be the surviving corporation.

II. Merging Corporation

In the merger between Department B, a California corporation, and P.M. & R. Resources, Inc., a Florida corporation, P.M. & R. Resources, Inc. shall be the merging corporation.

III. Plan of Merger

The plan of merger is attached.

IV. Effective Date of Merger

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

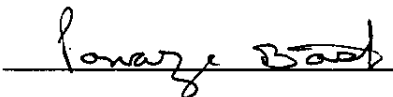
V. Adoption of Merger by Surviving Corporation

The Plan of Merger in the form attached was unanimously approved by the Board of Directors and shareholders of Department B, the surviving corporation, on June 15, 2007.

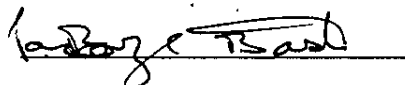
VI. Adoption of Merger by Merging Corporation

The Plan of Merger in the form attached was unanimously approved by the Board of Directors and shareholders of P.M. & R. Resources, Inc., the merging corporation, on June 15, 2007.

June 15, 2007



Parvaze Bashir
Department B
President and Secretary



Parvaze Bashir
P.M. & R. Resources, Inc.
President and Secretary

FILED
2007 SEP 17 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Plan of Merger

The following plan of merger is submitted with regards to the merger of Department B, a California corporation, with P.M. & R. Resources, Inc., a Florida corporation. This plan of merger is submitted pursuant to section 607.1101, Florida Statutes.

I. Surviving Corporation

In the merger between Department B, a California corporation, and P.M. & R. Resources, Inc., a Florida corporation, Department B shall be the surviving corporation.

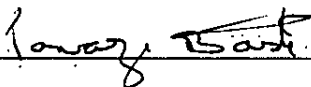
II. Merging Corporation

In the merger between Department B, a California corporation, and P.M. & R. Resources, Inc., a Florida corporation, P.M. & R. Resources, Inc. shall be the merging corporation.

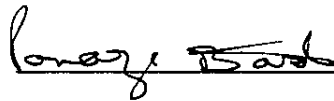
III. Terms and Conditions of Merger

- A. The merging corporation shall be merged into the surviving corporation.
- B. Each outstanding share of P.M. & R. Resources, Inc., the merging corporation, shall be converted into one (1) share of Department B, the surviving corporation.
- C. The outstanding shares of Department B, the surviving corporation, shall remain outstanding and are not affected by the merger.
- D. P.M. & R. Resources, Inc., the merging corporation, shall from time to time, as and when requested by Department B, the surviving corporation, execute and deliver all such documents and instruments, and take all such action necessary to evidence or carry out this merger.
- E. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

June 15, 2007



Parvaze Bashir
Department B
President and Secretary



Parvaze Bashir
P.M. & R. Resources, Inc.
President and Secretary