

P97000006521

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05 NOV 15 PM 12:20  
STATE  
DIVISION OF REVENUE

05 NOV 15 AM 11:06  
DIVISION OF REGISTRATION



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 15, 2005

DEBBIE SKIPPER  
CSC  
TALLAHASSEE, FL

SUBJECT: PARKWAY SERVICE CENTER, INC.  
Ref. Number: P95000006521

**RESUBMIT**

Please give original  
submission date as file date.

05 NOV 15 PM 12:20  
TALLAHASSEE, FLORIDA

We have received your document for PARKWAY SERVICE CENTER, INC. and the authorization to debit your account in the amount of \$68.75. However, the document has not been filed and is being returned for the following:

This merger was submitted on November 15, 2005. It cannot have an effective date prior to the date of submission.

Several times the present document states that the effective date of the merger is November 1, 2005.

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) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 405A00067701

05 NOV 16 AM 8:43  
DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 706314 81011A

AUTHORIZATION : *Debbie Skipper*

COST LIMIT : \$ 68.75

05 NOV 15 PM 12:20  
RECEIVED  
TALLAHASSEE, FLORIDA

ORDER DATE : November 15, 2005

ORDER TIME : 9:28 AM

ORDER NO. : 706314-010

CUSTOMER NO: 81011A

ARTICLES OF MERGER

TRI CORNER, LLC

INTO

CHANNELSIDE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

1. The exact name, street address of its principal office, jurisdiction, and entity type for the **merging** entity are as follows:

Tri Corner, LLC  
807 E. Eunice Ave.  
Tampa, Florida, 33602  
Limited liability company formed in Florida  
Florida Document Number: L03000055129  
FEI Number: 20-0778972

2. The exact name, street address of its principal office, jurisdiction and entity type of the **surviving** entity are as follows:

Channelside, Inc.  
807 E. Eunice Ave.  
Tampa, Florida, 33602  
Corporation formed in Florida  
Florida Document Number: P97000006521  
FEI Number: 59-3418357

FILED  
05 NOV 15 PM 12:20  
TALLAHASSEE FLORIDA

3. The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership, and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

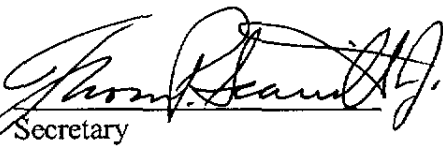
4. The merger is permitted under the respective laws of Florida and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

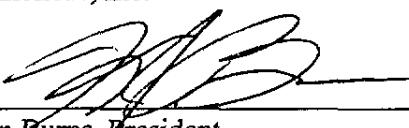
5. The merger shall become effective as of 12:01 a. m., on Nov. 15 2005.

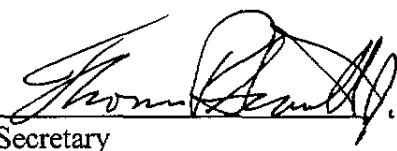
6. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.


**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of Channelside, Inc. and Tri Corner, LLC by their respective authorized parties, on the date or dates set forth below.

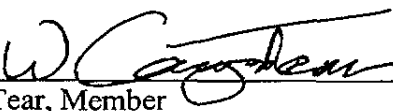
Channelside, Inc.


Attest:   
Title: Secretary  
Date: 11/1/05

By:   
Kevin Burns, President  
Date: 11/1/05

Attest:   
Title: Secretary  
Date: 11/1/05

Tri Corner, LLC  
By:   
Kevin Burns, Member  
Date: 11/1/05

By:   
Greg Tear, Member  
Date: 10/31/05

By:   
Thomas Scarritt, Member  
Date: Oct. 19, 2005

## **PLAN OF MERGER**

**THIS PLAN OF MERGER** ("the Plan") is made and entered into as of September 30, 2005, by and among Tri Corner, LLC ("Company") and Channelside, Inc. ("Corporation").

## **STIPULATIONS**

A. Company is a limited liability company organized and existing under the laws of State of Florida with its principal office at 807 E. Eunice Ave., Tampa, Florida 33602.

B. Company has issued a membership certificate showing a 33.33% ownership in Company to Kevin Burns, a membership certificate showing a 33.33% ownership in Company to Greg Tear and a membership certificate showing a 33.33 % ownership in Company to Thomas Scarritt.

C. Company is a member managed limited liability company. Kevin Burns, Greg Tear and Thomas Scarritt are the members.

D. Corporation is organized and existing under the laws of State of Florida with its principal office at 807 E. Eunice Ave., Tampa, Florida, 33602.

E. Kevin Burns owns thirty three and one third (33.33) shares of the Corporation's issued and outstanding stock. Greg Tear owns thirty three and one third (33.33) shares of the Corporation's outstanding stock. Thomas Scarritt owns thirty three and one third (33.33) shares of the Corporation's outstanding stock.

## **BACKGROUND INFORMATION**

The Managers and Members of the Company and the Directors and Stockholders of the Corporation, by unanimous consent, have determined that it is advisable and to the advantage of each such business entity and its respective Members and Stockholders that the Company be merged into the Corporation, at the conclusion of which Corporation shall remain as the surviving entity and the existence of Company shall terminate. In furtherance thereof, the Managers and Members of Company and the Directors and Stockholders of Corporation have approved and adopted the terms of the Plan. The Directors of the Corporation have recommended the adoption of the Plan and its underlying transactions to the Stockholders of the Corporation. The Members of the Company and the Stockholders of the Corporation have approved the Plan, subject to the fulfillment of the conditions set forth herein. Accordingly, the merger shall be effected as follows:

## **OPERATIVE PROVISIONS**

1. **Merger.** In accordance with applicable provisions of the Florida Corporation Act, at the Effective Date (as defined under Paragraph 8), Company shall be merged with and into the Corporation (the "Merger"), Corporation shall constitute the surviving entity of such Merger. The separate existence of the Company shall cease and the Corporation shall continue its existence pursuant to the laws of Florida.
2. **Closing Date.** Assuming all of the conditions stated in the Plan are satisfied, a closing (the "Closing") shall take place on Nov. 15<sup>th</sup>, 2005 (the "Closing Date").
3. **Terms and Conditions.** On the effective date of the Merger, the separate existence of the Company shall cease, and the Corporation shall succeed to all the rights, privileges, immunities, powers, franchises, real property, personal property, and mixed property of Company without the necessity for any separate transfer. The Corporation shall thereafter be responsible and liable for all liabilities and obligations of Company and neither the rights of any creditors nor any liens on the property of Company shall be impaired by the Merger.
4. **Conversion of the Interests.** At Closing, the Corporation shall issue one (1) share of stock to Kevin Burns, Gregory Tear and Thomas Scarritt in exchange for each one percentage (1%) of membership interest in Company. Upon receipt of the Corporation's stock, the membership interest certificates of Kevin Burns, Gregory Tear and Thomas Scarritt in the Company shall be cancelled.
5. **Articles of Incorporation.** The Articles of Incorporation of the surviving entity, Corporation, shall continue to be the Articles of Incorporation following the effective date of the Merger.
6. **Directors and Officers.** The directors and officers of the surviving entity, Corporation, shall continue to be the Directors and Officers for the full, unexpired term of their respective offices and until their successors have been duly elected and qualified. The Officers and Directors and their respective addresses are:

Kevin Burns 4508 Brookwood Drive Tampa, FL 33629	President/Director
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Thomas Scarritt, Jr. 824 S. Orleans Ave. Tampa, FL 33609	Secretary/Director
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Gregory Tear 8530 N. Newport Ave. Tampa, FL 33604	Treasurer/Director
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7. **Approval by the Members and Stockholders** The Plan shall reflect the approval of the respective managers and members of Company and the directors and stockholders of Corporation, upon the execution of the Plan by such parties.

8. **Effective Date**. The Effective Date of this Merger shall be 12:01 a.m., on Nov. 15, 2005.

9. **Miscellaneous Provisions**

(a). **Severability**. Every provision of the Plan is intended to be severable. If any term or provision hereof is illegal or invalid for any reason whatever, such illegality or invalidity shall not affect the validity of the remainder of the Plan.

(b). **Headings**. The headings of the Plan are inserted for convenience and identification only, and are in no way intended to describe, interpret, define or limit the scope, extent or intent hereof.

(c). **Application of Florida Law**. The Plan, and the application or interpretation thereof, shall be governed exclusively by its terms and by the laws of the State of Florida.

**IN WITNESS WHEREOF**, the parties hereto have executed the Plan to be effective for all purposes as of the Effective Date.

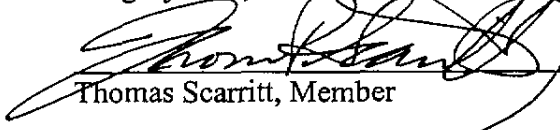
TRI CORNER, LLC,  
a Florida Limited Liability Company



Kevin Burns, Member



Gregory Tear, Member



Thomas Scarritt, Member

Channelside, Inc.,  
a Florida Corporation



By: Kevin Burns, President