

P97000088371

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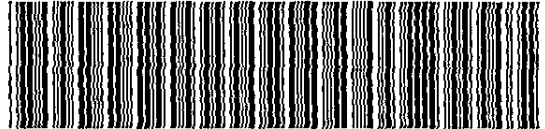
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merger

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♦ ADMITTED TO U.S. DISTRICT COURTS FOR SOUTHERN
AND MIDDLE DISTRICTS OF FLORIDA

PLEASE REFER TO
OUR FILE #

August 16, 2005

5288-4

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

RE: SUPER STOP, INC. and TURNPIKE STATION, INC.

Dear Sir/Madam:

In regard to the subject matter, there is enclosed the original executed Articles of Merger and my trust account check in the sum of \$70.00 representing your filing fee.

Please forward your acknowledgment letter once the Articles of Merger has been filed.

Thank you for your assistance in this matter.

Very truly yours,

HAGEN & HAGEN, P.A.



MAX M. HAGEN, ESQ.

MMH:jmg/Enclosures

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.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street AddressJurisdictionEntity Type1. SUPER STOP, INC.FLORIDACORPORATION12700 S. W. 120TH STREETMIAMI, FLORIDA 33186Florida Document/Registration Number: P9700088371FEI Number: 65-07896362. TURNPIKE STATION, INC.FLORIDACORPORATION12700 S. W. 120TH STREETMIAMI, FLORIDA 33186Florida Document/Registration Number: P00000108733FEI Number: 65-1150560

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SUPER STOP, INC. 12700 S.W. 120TH STREET MIAMI, FLORIDA 33186	FLORIDA	CORPORATION

Florida Document/Registration Number: P9700088371

FEI Number: 65-0789636

THIRD: 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.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

JANUARY 1, 2004

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

SUPER STOP, INC.



CLAUDE P. DORMOY

TURNPIKE STATION, INC.



CLAUDE P. DORMOY

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SUPER STOP, INC.	FLORIDA
TURNPIKE STATION, INC.	FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SUPER STOP, INC.	FLORIDA

THIRD: The terms and conditions of the merger are as follows:

THE STOCKHOLDERS OF SUPER STOP, INC. WILL SURRENDER THE FOLLOWING SHARES:

CLAUDE P. DORMOY	50 SHARES (50% OF STOCK)
ERIC DORMOY	50 SHARES (50% OF STOCK)

THE SOLE SHAREHOLDER OF TURNPIKE STATION, INC. WILL SURRENDER THE FOLLOWING SHARES:

CLAUDE P. DORMOY	100 SHARES (100% OF STOCK)
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(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

SURRENDER OF SHARES

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)