

P97000099424

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Phone #

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-03/17/99--01062--008
*****70.00 *****70.00

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 #)

FILED
99 MAR 17 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ 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

Merger
3-23-99
BMS

EFFECTIVE DATE
4-1-99

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ELIAS BROTHERS PAINTING, INC., a Florida corporation, P93000050180

INTO

ELIAS BROTHERS PAINTING & WATERPROOFING, INC., a Florida
corporation, P97000099424.

File date: March 17, 1999 , effective April 1, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Elias Brothers Painting & Waterproofing, Inc. Florida

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Elias Brothers Painting, Inc. Florida

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Third: The Plan of Merger is attached.

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

OR 04 / 01 / 99 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 3-1-99

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 03/01/99

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

EFFECTIVE DATE
4-1-99

(Attach additional sheets if necessary)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Elias Brothers Painting & Waterproofing, Inc. Florida

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Elias Brothers Painting, Inc.

Florida

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

On 04/01/99 Elias Brothers Painting, Inc. & Elias Brothers Painting & Waterproofing, Inc. will merge and become wholly owned by Elias Brothers Painting & Waterproofing, Inc. All assets & Stock will be transferred to Elias Brothers Painting & Waterproofing, Inc. effective 04/01/99.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:


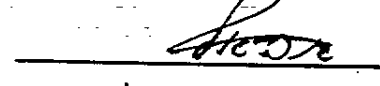

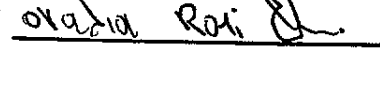
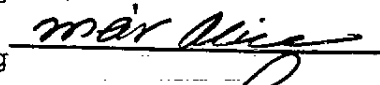
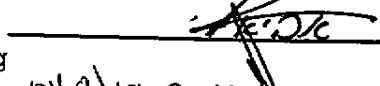
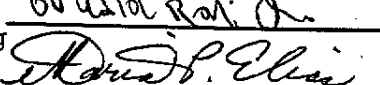
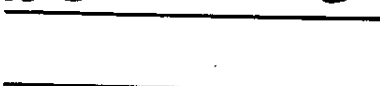
(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Elias Brothers Painting, Inc.		Maria P. Elias, CEO
Elias Brothers Painting, Inc.		Aviel Alias, President
Elias Brothers Painting, Inc.		Meir Alice, V. President
Elias Brothers Painting, Inc.		Ovadia R. Elias, V. President
Elias Brothers Painting & Waterproofing, Inc.		Meir Alice, President
Elias Brothers Painting & Waterproofing, Inc.		Aviel Alias, V. President
Elias Brothers Painting & Waterproofing, Inc.		Ovadia R. Elias, V. President
Elias Brothers Painting & Waterproofing, Inc.		Maria P. Elias, Secretary

NOTICE OF SPECIAL MEETING

OF THE BOARD OF DIRECTORS

FOR

ELIAS BROTHERS PAINTING, INC.

PLEASE BE ADVISED, that on the 1st day of March,
19 99, at 4 o'clock P.m. at the location of 4206
Enterprise Avenue Unit A-7 Naples, Florida 34104
a Special Meeting of the Board of Directors for the above-
referenced corporation will be held. The purpose of the meeting
will be to transact all such business as may properly come before
the meeting and that which may be deemed necessary.

DATED this 26th day of February, 19 99.

Donald S. Ellis

SECRETARY

It was decided on this day that Elias Brothers Painting, Inc.
will merge effective April 1, 1999 with Elias Brothers Painting
& Waterproofing, Inc. and that all assets of Elias Brothers
Painting, Inc. will be transferred to Elias Brothers Painting
& Waterproofing, Inc. respectively.

Donald S. Ellis
Secretary