

P98000027526

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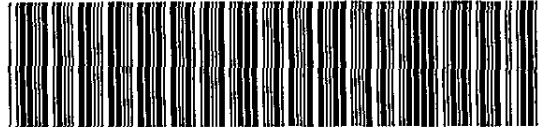
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TALLAHASSEE, FLORIDA

merge
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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ALL-STAR ICE OF CENTRAL FLORIDA INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

GARY SANDERS

(Name of person)

ALL-STAR ICE OF CENTRAL FLORIDA INC.

(Name of firm/company)

P O BOX 958

(Address)

COCOA, FL 32923

(City/state and zip code)

For further information concerning this matter, please call:

GARY SANDERS

(Name of person)

at (321) 403-1928

(Area code & daytime telephone number)

☒ **Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)**

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ALL-STAR ICE OF CENTRAL FLORIDA INC.	FLORIDA	P98000027526

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ABSOLUTE ALL STAR ICE, INC.	FLORIDA	P99000018403

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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 06 / 28 / 05 (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 JUNE 28, 2005

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 JUNE 28, 2005

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

(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:

Name

Jurisdiction

ALL-STAR ICE OF CENTRAL FLORIDA INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

ABSOLUTE ALL STAR ICE, INC.

FLORIDA

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

THE TWO CORPORATIONS SHALL BECOME ONE ENTITY AND SHALL SHARE THE ASSETS OF THE OTHER. FOR FEDERAL TAX PURPOSES THE ENTITIES WILL BE TREATED AS ONE AND SHALL MAKE THE ELECTION TO BE TREATED AS AN S CORPORATION. THE LIABILITIES OF THE MERGING CORPORATION WILL BE ASSUMED BY THE ACQUIRING ORGANIZATION.

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:

SHARES OF MERGING CORPORATION WILL BE DISSOLVED AND ASSETS WILL ASSUME ADJUSTED TAX BASIS TO ACQUIRING CORPORATION.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

THIS MERGER INVOLVES TWO CORPORATIONS THAT HAVE IN COMMON ONE SHAREHOLDER. FOR THE EASE OF BUSINESS OPERATIONS THIS MERGER COMBINES THE ENTIRE OPERATION AND ASSETS OF BOTH CORPORATIONS.

THE MERGING OF THESE CORPORATIONS IS TO ACCOMPLISH BOTH TAX ADMINISTRATION AND TO MAKE THE MOST USE OF ALL ASSETS. THERE ARE NO OTHER PROVISIONS TO THIS MERGER.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

ABSOLUTE ALL STAR ICE, INC.



GARY SANDERS PRESIDENT

ALL-STAR ICE OF

CENTRAL FLORIDA INC.



GARY SANDERS PRESIDENT