

P98000048229

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : DOOLEY & DRAKE, P.A.
Account Number : I20020000002
Phone : (941) 954-7750
Fax Number : (941) 951-1509

RECEIVED

05 JUN -2 AM 8:00

DIVISION OF CORPORATIONS

FILED
05 JUN -2 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

PLANT PARTNERS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PLANT PARTNERS, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

WILLIAM A. DOOLEY, ESQ.
(Name of person)

DOOLEY & DRAKE, P.A.
(Name of firm/company)

1432 FIRST STREET
(Address)

SARASOTA, FLORIDA 34236
(City/state and zip code)

For further information concerning this matter, please call:

WILLIAM A. DOOLEY, ESQ. at (941) 954-7750
(Name of person) (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

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ARTICLES OF MERGER

PLANT PARTNERS, INC. and TROPEX PLANT SALES, LEASING & MAINTENANCE, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

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05 JUN -2 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1) The name and jurisdiction of the surviving corporation is: PLANT PARTNERS, INC., a Florida Corporation (Document #P98000048229).

2) The name and jurisdiction of the merging corporation is: TROPEX PLANT SALES, LEASING & MAINTENANCE, INC., a Florida Corporation (Document #F63800).

3) The Plan of Merger is attached.

4) Shareholder approval was required.

5) PLANT PARTNERS, INC., adopted the Plan of Merger on May 31, 2005, by an unanimous consent of the shareholders and directors.

6) TROPEX PLANT SALES, LEASING & MAINTENANCE, INC., adopted the Plan of Merger on May 31, 2005, by an unanimous consent of the shareholders and directors.

PLANT PARTNERS, INC.,
a Florida Corporation

TROPEX PLANT SALES LEASING &
MAINTENANCE, INC.,
a Florida Corporation

By Charlene Lenger
Charlene Lenger
As Its President and Secretary

By Charlene Lenger
Charlene Lenger
As its President and Secretary

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STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me by CHARLENE LINGER, as President and Secretary of PLANT PARTNERS, INC., a Florida Corporation, who is personally known to me or who has produced FL Driver's Lic as identification this 1st day of June, 2005, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that she executed it in the name of and for that corporation, affixing its corporate seal, and that she was duly authorized by that corporation to do so..



Barbara J Prinz
My Commission DD362408
Expires December 25, 2008

Barbara J Prinz

Notary Public - State of Florida
Commission No. _____
Expiration Date: _____

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me by CHARLENE LINGER, as President and Secretary of TROPEX PLANT SALES, LEASING & MAINTENANCE, INC., Florida Corporation, who is personally known to me or who has produced FL Driver's Lic as identification this 1st day of June, 2005, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.



Barbara J Prinz
My Commission DD362408
Expires December 25, 2008

Barbara J Prinz

Notary Public - State of Florida
Commission No. _____
Expiration Date: _____

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AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
PLANT PARTNERS, INC.
AND
TROPEX PLANT SALES, LEASING & MAINTENANCE, INC.

This Agreement and Plan of Merger is entered into this 31st day of May, 2005, by and among PLANT PARTNERS, INC., a Florida Corporation ("Plant Partners" or the "surviving corporation") and TROPEX PLANT SALES, LEASING & MAINTENANCE, INC., a Florida Corporation ("Tropex" or the "absorbed corporation").

RECITALS

A. All of the shares of stock of Plant Partners are currently held by the following Shareholders in the following amounts:

<u>Name</u>	<u>Percentage of outstanding Shares</u>
Charlene Lenger	100%

B. All of the shares of stock of Tropex are:

<u>Name</u>	<u>Percentage of outstanding Shares</u>
Charlene Lenger	100%

C. The parties believe that it is in the best interests of Plant Partners and Tropex to merge their separate businesses.

NOW THEREFORE, in consideration of the premises, and upon the terms and conditions hereinafter set forth, the parties agree as follows:

1) Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

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2) Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

Each share of the common stock of Tropex (absorbed corporation) issued and outstanding on the effective date of the merger shall be converted into one (1) share of the common stock of Plant Partners (surviving corporation), which shares of common stock of the surviving corporation shall thereupon be issued and outstanding, provided, however, that so long as the percentage of outstanding shares among the shareholders of the surviving corporation shall not be altered, then the additional shares shall not be issued and the number of shares issued and the percentage of outstanding shares as indicated above shall not be altered.

3) Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

4) Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

5) Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified or as of the effective date of the merger shall be as follows:

Charlene Lenger	Director
Charlene Lenger	President
Charlene Lenger	Secretary/Treasurer

6) Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

7) Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before May 31, 2005,

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or at such other time as to which the boards of directors of the constituent corporations may agree.

8) Effective Date of Merger. The effective date of this Merger shall be May 31, 2005.

9) Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before May 31, 2005; or

b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

10) Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counter part shall constitute an original instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

PLANT PARTNERS, INC.,
a Florida corporation

By Charlene Lenger
Charlene Lenger
As its President and Secretary

TROPEX PLANT SALES, LEASING &
MAINTENANCE, INC.,
a Florida corporation

By Charlene Lenger
Charlene Lenger
As its President and Secretary

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STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me by CHARLENE LINGER, as President and Secretary of PLANT PARTNERS, INC., a Florida Corporation, who is personally known to me or who has produced FL Driver's Lic as identification this 1st day of June, 2005, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that she executed it in the name of and for that corporation, affixing its corporate seal, and that she was duly authorized by that corporation to do so.



Barbara J Prinz
My Commission DD382408
Expires December 25, 2008

Notary Public - State of Florida
Commission No. _____
Expiration Date: _____

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me by CHARLENE LINGER, as President and Secretary of TROPEX PLANT SALES, LEASING & MAINTENANCE, INC., Florida Corporation, who is personally known to me or who has produced FL Driver's Lic as identification this 1st day of June, 2005, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.



Barbara J Prinz
My Commission DD382408
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