

01/09/2009 15:49 7275362714

JOSEPH PERLMAN ESQ

PAGE 01/05  
Page 1 of 1

P98000098470

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000005670 3)))



H090000056703ABC

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : JOSEPH N. PERLMAN  
Account Number : I20000000002  
Phone : (727) 536-2711  
Fax Number : (727) 536-2714

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JAN -9 PM 1:42

RECEIVED

2009 JAN -9 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**Pinnacle Development Corp of Tampa Bay**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$105.00

merger  
@ 1/9/09

Electronic Filing Menu

Corporate Filing Menu

Help

## 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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>PINNACLE DEVELOPMENT CORP</u> <u>OF TAMPA BAY</u>	<u>FLORIDA</u>	<u>P98000098470</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>METAL CREATIONS AND DESIGN</u> <u>INC</u>	<u>FLORIDA</u>	<u>P02000130485</u>
<u>NUNAMAKER INDUSTRIES, INC</u>	<u>FLORIDA</u>	<u>P96000103630</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** N/A / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 12/31/08

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 12/31/08

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)

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 09 JAN -9 PM 1:42

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**PINNACLE DEVELOPMENT  
CORP OF TAMPA BAY**

*[Handwritten signature]*

PAUL DRAGOONIS

METAL CREATIONS AND  
DESIGN INC

*Handwritten signature*

PAUL DRAGOONIS

NUNAMAKER INDUSTRIES, INC

INC

PAUL DRAGOONTIS

**PLAN OF MERGER****(Non Subsidiaries)**

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

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

NameJurisdiction

PINNACLE DEVELOPMENT CORP OF  
TAMPA BAY

FLORIDA

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

NameJurisdiction

METAL CREATIONS AND DESIGN INC

FLORIDA

NUNAMAKER INDUSTRIES, INC

FLORIDA

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

All outstanding stock of METAL CREATIONS AND DESIGN INC. and  
NUNAMAKER INDUSTRIES, INC. will be purchased by PINNACLE DEVELOPMENT  
CORP OF TAMPA BAY for \$1.00 per share.

**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:

\$1.00 per share to be paid to NUNAMAKER INDUSTRIES, INC. and METAL  
CREATIONS AND DESIGN INC (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:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A