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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Corporate Finance & Investments Merger
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☐ Mail out

☒ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

FILED
00 MAR 29 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR 29 PM 3:10
DEPARTMENT OF STATE
VISION OF CORPORATION
TALLAHASSEE, FLORIDA

I changed the name in the 1st paragraph to Corporate Finance & Investments, Incorporated (from Inc.) could not

to reflect what is in our records

ARTICLES OF MERGER
Merger Sheet

MERGING:

KLINGEMAN FINANCIAL ADVISORS, INC., a New Jersey corporation not
authorized to transact business in Florida

INTO

CORPORATE FINANCE & INVESTMENTS, INCORPORATED, a Florida entity,
P98000099245

File date: March 29, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER & PLAN OF MERGER

Pursuant to the laws of Florida, §607.1107 *Florida Statutes, et seq* and § 14 A:10-7, *New Jersey Statutes, et seq*, Klingeman Financial Advisors, Inc. and Corporate Finance & Investments, Inc. incorporated a corporation organized under the laws of the State of Florida with its principal office located at 2185 Gulf of Mexico Dr., Unit 211, Long Boat Key, Florida 34228 have adopted the following articles of merger for the purpose of merging the New Jersey corporation into the Florida corporation as permitted under the laws of both states.

RECITALS

A. The total number of shares of stock which Corporate Finance & Investments, Inc. the Florida Corporation is authorized to issue is 1000 shares of common voting stock assigned a par value of value of \$1.00 per share

B. The total number of shares of stock which Klingeman Financial Advisors, Inc., the New Jersey Corporation is authorized to issue is 2500 shares of common stock.

C. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations deem it desirable and in the best interest of the corporations and their shareholders that Klingeman Financial Advisors, Inc., the New Jersey Corporation be merged into Corporate Finance & Investments, Inc., the Florida Corporation.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties, hereto, the constituent corporations agree pursuant to § 607.1101 & 607.1107 *Florida Statutes*, and § 14 A:10-7. *New Jersey Statutes* that Klingeman Financial Advisors, Inc. shall be merged into Corporate Finance & Investments, Inc., the Florida Corporation, the method of carrying it into effect, and the manner of converting the shares of Klingeman Financial Advisors, Inc., the New Jersey Corporation into shares or other securities of Corporate Finance & Investments, Inc., the Florida Corporation, as hereinafter set forth.

SECTION ONE

Corporate Finance & Investments, Inc., the Florida Corporation to be SURVIVING CORPORATION

Klingeman Financial Advisors, Inc., the New Jersey Corporation shall be merged into Corporate Finance & Investments, Inc., the Florida Corporation which was incorporated on November 25, 1998 by the state of Florida. The corporate existence of Klingeman Financial Advisors, Inc., the New Jersey Corporation shall cease and the corporate existence of Corporate Finance & Investments, Inc., the Florida Corporation shall continue under the same name, and Corporate Finance & Investments, Inc., the Florida Corporation shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and Corporate Finance & Investments, Inc., the Florida Corporation shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if Corporate Finance & Investments, Inc., the Florida Corporation had itself incurred them. The surviving corporation has never done business in the state of New Jersey and shall not do business in that state until an application for authority has been submitted and approved by the State of New Jersey

SECTION TWO

PRINCIPAL OFFICE

The principal office of Corporate Finance & Investments, Inc., the Florida Corporation shall remain the principal office of the corporation following merger.

SECTION THREE

OBJECTIVES AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are as follows: The amalgamation, simplification and modernization of the two corporations at a new location more convenient to the operations of the merged corporation .

SECTION FOUR

ARTICLES OF INCORPORATION

The Articles of incorporation of Corporate Finance & Investments, Inc., the Florida Corporation shall on the effective date of the merger shall be governing instrument of the corporation without amendment.

SECTION FIVE

BY LAWS

The By-Laws of Corporate Finance & Investments, Inc., the Florida Corporation shall on the effective date of the merger shall be governing instrument of the corporation without amendment.

SECTION SIX

NAMES AND ADDRESSES OF DIRECTORS

Following the merger Ellis D Klingeman and Susanne S Klingeman shall remain as the directors of the surviving corporation and shall hold office until the first annual meeting of the surviving corporation. Their address is the principal address of the corporation. The sole shareholder of each corporation has approved the merger and thereby waives any dissenting rights to compensation.

SECTION SEVEN

METHOD OF CONVERTING SHARES

Immediately upon this agreement of merger becoming effective the shares of the constituent corporations shall, without any other action on the part of the holder thereof, become and be converted into shares of stock of Corporate Finance & Investments, Inc., the Florida Corporation, the nonsurviving corporation's stock shall be canceled and there shall be no change in the number of shares nor the

characteristics of the common stock of the surviving corporation.

SECTION EIGHT

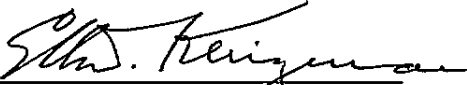
EFFECTIVE DATE OF MERGER

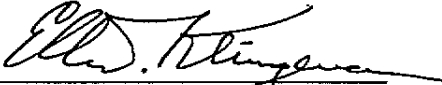
These Articles were approved at a joint meeting of the stockholder and director of both corporations agreement in the manner provided by the laws of Florida and New Jersey and upon approval of the stockholder shall become effective at the earliest date authorized by law after the filing of the certificate of merger. The Articles of Merger were adopted by the shareholders of both corporations on March 16, 2000.

SERVICE OF PROCESS

The surviving corporation agrees that it may be served with process in the state on New Jersey in any proceeding for the enforcement of any obligation enforceable in New Jersey and irrevocably appoints the Secretary of State of the state of New Jersey as its agent for the receipt of process in any such proceeding.

IN WITNESS WHEREOF The directors of the constituent corporations have executed this agreement of merger.


Ellis D Klingeman, director of
Klingeman Financial Advisors,
Inc. of New Jersey

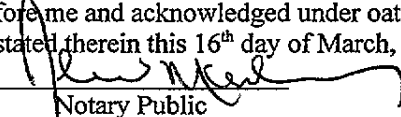

Ellis D Klingeman director of
Corporate Finance & Investments,
Inc. of Florida President


Susanne S. Klingeman director of
Corporate Finance & Investments,
Inc. of Florida Secretary

ACKNOWLEDGMENT

State of Florida
County of Hillsborough

Ellis D Klingeman and Susanne S. Klingeman the sole stockholder and directors of the corporations named above who are personally known to me appeared before me and acknowledged under oath that the foregoing instrument was executed by her for the purposes stated therein this 16th day of March, 2000


Notary Public
State of Florida at Large



John W. McWhirter, Jr
MY COMMISSION # CC518369 EXPIRES
April 12, 2000
BONDED THRU TROY FAIR INSURANCE, INC.