

P99000028308

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June 29, 1999

VIA REGULAR MAIL

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900002924069--5
-07/06/99-01131-009
*****78.75 *****78.75

Re: **Articles of Merger**
Sonic Acquisition Corp. (Oklahoma Corp.)
With Sonic U.S.A., Inc. (Florida Corp.)
Surviving entity/Sonic U.S.A., Inc.

Dear Sir/Madam:

Please find enclosed an original copy of the Articles of Merger related to the above-noted corporations. Also enclosed is a check from the client in the sum of \$78.75 for the filing fee and to obtain a Certified copy of the same. Please file the same and submit a certified copy to this office in the enclosed self-addressed stamped envelope. If you have any questions or comments, please do not hesitate to give me a call.

Very truly yours,

Enclosures
cc: Richard Hewitt, III.
Sonic, U.S.A., Inc.
Jonathan E. Litz, Esq.

GLENN E. GROMANN,
Of Counsel

merger

V. SHEPARD JUL 13 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

SONIC ACQUISITION, INC., an Oklahoma corporation, F99000000964

INTO

SONIC, U.S.A., INC., a Florida corporation, P99000028308

File date: July 6, 1999

Corporate Specialist: Velma Shepard

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 is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Sonic, U.S.A., Inc.</u>	<u>Florida</u>

FILED
199 JUL -6 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Sonic Acquisition, Corp.</u>	<u>Oklahoma</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 7 / 1 / 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 6/15/99

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 6/15/99

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)

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Sonic Acquisition, Corp

Richard Hewitt, III, President

Sonic, U.S.A., Inc.

Richard Hewitt, III, President

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 is:

Name

Jurisdiction

Sonic, U.S.A., Inc.

Florida

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

Name

Jurisdiction

Sonic Acquisition, Corp.

Oklahoma

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

Sonic U.S.A., Inc. shall merge with Sonic Acquisition, Corp. for purposes of operating a Florida based and Florida jurisdictional entity to be used for the operation of the surviving company's business.

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:

Surviving entity will assume all debts and obligations of merging entity. Stock will be exchanged on a 1:1 basis/ratio. No other conversion rights apply.

(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:

N/A

OR

Restated articles are attached:

None

Other provisions relating to the merger are as follows:

None