

P99000033870



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300003074683--5
-12/20/99--01049--014
*****70.00 *****70.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Ace Amusement Company
into

Coast to Coast Wholesale

Lending, Inc.

FILED
99 DEC 20 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
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☐	NonProfit
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☐	Domestication
☐	Other

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

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

☐ Certificate of FICTITIOUS NAME

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☐ CORP SEARCH

This merger originally
filed on 12/20/99 listed
a different surviving corp.
articles than in the plan -
a corrected plan was
sent reflecting this corp.
the survivor and not ACE AMUSEMENT
COMPANY, INC.

RECEIVED
99 DEC 20 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. COULLETTE DEC 21 1999

Ordered By:

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ACE AMUSEMENT COMPANY, INC., a FL corp., #P98000014956

INTO

COAST TO COAST WHOLESALE MORTGAGE LENDING, INC., a Florida
entity, P99000033870.

File date: December 20, 1999

Corporate Specialist: Susan Payne

To: Department of State
Tallahassee, Florida

Filing Fee \$ 70.00

ARTICLES OF MERGER OF
COAST TO COAST WHOLESALE MORTGAGE LENDING, INC.

Pursuant to the provisions of Chapter 607 of the Florida General Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into Coast to Coast Wholesale Mortgage Lending, Inc:

1. The names of the corporations which are parties to the within merger are ACE AMUSEMENT COMPANY, INC., and COAST TO COAST WHOLESALE MORTGAGE LENDING, INC.

COAST TO COAST WHOLESALE MORTGAGE LENDING, INC., is the surviving corporation.

2. The following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>CORPORATE NAME</u>	<u>CLASS OF STOCK</u>	<u>NUMBER OF SHARES OUTSTANDING</u>
Coast to Coast	Common	1
Ace Amusement	Common	1

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, the number of shares voted for and against the plan, respectively, are as

<u>CORPORATE NAME</u>	<u>CLASS OF STOCK</u>	<u>VOTED FOR</u>	<u>VOTED AGAINST</u>
Coast to Coast	Common	1	0
Ace Amusement	Common	1	0

Dated: July 30, 1999

Coast to Coast Wholesale Mortgage
Lending, Inc., a Florida corporation

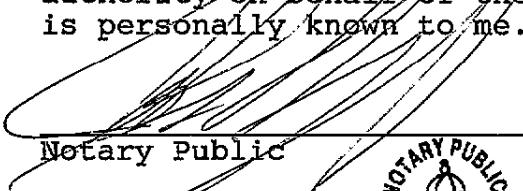
By: *William E. Smith*
William E. Smith President

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED
99 DEC 20 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me this 30th day of July, 1999

by KATHLEEN EVERETT, as President of Coast to Coast Wholesale Mortgage Lending, Inc., and attests that she has full power and authority on behalf of the corporation to execute this article and is personally known to me.

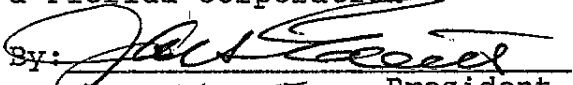

Notary Public

My Commission Expires



JOHN BOZMOSKI, JR.
COMMISSION # CC750836
EXPIRES AUG 24, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

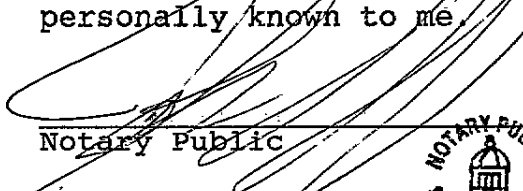
ACE AMUSEMENT COMPANY, INC.,
a Florida corporation

By: 

JACK EVERETT, President

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me this 30th day of July, 1999
by JACK EVERETT, as President of Ace Amusement
Company, Inc., and attests that he has full power and authority on
behalf of the corporation to execute this article and is
personally known to me.


Notary Public

My Commission Expires



JOHN BOZMOSKI, JR.
COMMISSION # CC750836
EXPIRES AUG 24, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Plan of merger dated July 30, 1999, between Ace Amusement Company, Inc, a Florida corporation (hereinafter referred to as the "Absorbed Corporation") and Coast to Coast Wholesale Mortgage Lending, Inc., a Florida corporation (hereinafter referred to as the "Surviving Corporation").

STIPULATIONS

A. Absorbed corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 1620G Hercules Avenue, Clearwater, Florida.

B. Absorbed corporation has a capitalization of 1,000 authorized shares of \$1,000.00 par value common stock, of which one (1) share has been issued and is outstanding.

C. Surviving corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 600 Bypass Drive, Clearwater, Florida.

D. Surviving corporation has a capitalization of 100 authorized shares of \$5.00 par value common stock, of which one (1) share has been issued and is outstanding.

E. The board of directors of the constituent corporations deem it desirable and in the best interests of the shareholders that absorbed corporation be merged into surviving corporation pursuant to the provisions of the Florida General Corporation Act

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

1. MERGER - Ace Amusement Company, Inc., shall merge with and into Coast to Coast Wholesale Mortgage Lending, Inc., which shall be the surviving corporation.

2. 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 of 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.

3. CONVERSION - The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

a) each share of the \$1,000.00 par value common stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$5.00 par value common stock of the surviving corporation; and

b) the conversion shall be effected as follows: on the effective date of the merger, each holder of certificates of the absorbed corporation shall surrender them to the surviving corporation or its agent. On receipt of such share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

4. CHANGES IN ARTICLES OF INCORPORATION - The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation as amended by the articles of merger.

5. CHARGES IN BYLAWS - The bylaws of the surviving corporation shall continue to be its bylaws.

6. DIRECTORS AND OFFICERS - The directors and officers of the surviving corporation shall continue to the officers and directors of the surviving corporation for the full unexpired terms of their offices.

7. ORDINARY COURSE OF BUSINESS - Neither of the corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the normal course of business.

8. APPROVAL BY SHAREHOLDERS - This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at a meeting to be held on July 30, 1999 at 10:30 A.M. at 600 Bypass Drive, Clearwater, Florida.

9. EFFECTIVE DATE OF MERGER - The effective date shall be the date of filing of the Articles of Merger.

10. ABANDONMENT OF MERGER - This plan of merger may be abandoned by action of the board of directors of either corporation at any time prior to the effect date of the merger upon the happening of any of the following events:

a) If the merger is not approved by the shareholders of either of the corporation on or before July 31, 1999; or

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

11. EXECUTION OF AGREEMENT - This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective

Coast to Coast Wholesale Mortgage
Lending, Inc., a Florida corporation

Laithen Emmett
Secretary

By: Bob Green, president

Harold E. Smith
Secretary