

P99000036763

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

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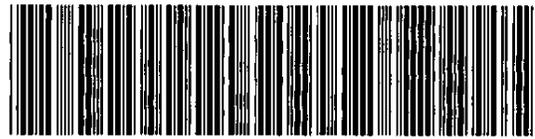
Special Instructions to Filing Officer:

P99-36763

A. LUNT

MAR 23 2009

**EXAMINER**  
Office Use Only



300144572843

02/27/09--01036--017 \*\*43.75

03/23/09--01003--002 \*\*35.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 4, 2009

MITCHELL R. WENGER  
412 CHEROKEE DR.  
OXFORD, MS 38655

SUBJECT: MRW RESOURCES, INC.  
Ref. Number: P99000036763

We have received your document for MRW RESOURCES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The total amount due is \$70.00.

There is a balance due of \$26.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 109A00007528

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MRW Resources LLC (Mississippi)  
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Mitchell R. Wenger  
(Contact Person)  
MRW Resources LLC  
(Firm/Company)  
412 Cherokee Dr.  
(Address)  
Oxford, MS 38855  
(City, State and Zip Code)

For further information concerning this matter, please call:

Mitchell Wenger at ( 662 ) 380-3085  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Certified Copy (optional) \$8.75

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MRW Resources Inc.	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MRW Resources LLC	Mississippi	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes. ✓

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

~~Feb 3, 2009~~ Feb 3, 2009

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

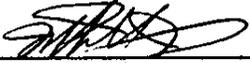
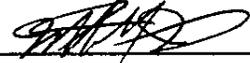
MRW Resources LLC  
412 Cherokee Dr.  
Oxford, MS 38655

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger. ✓

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S. ✓

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>MRW Resources Inc.</u>	<u></u>	<u>Mitchell R. Wenger</u>
<u>MRW Resources LLC</u>	<u></u>	<u>Mitchell R. Wenger</u>
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MRW Resources Inc.	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MRW Resources LLC	Mississippi	LLC

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

(see attached sheet)

(Attach additional sheet if necessary)

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(See attached sheet)

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(see attached)

*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Mitchell R. Wenger

412 Cherokee Dr.

Oxford, MS 38655

Debara R. Wenger

412 Cherokee Dr.

Oxford, MS 38655

*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(see attached)

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

(see attached)

*(Attach additional sheet if necessary)*

**PLAN OF MERGER**

This Plan of Merger is agreed to between MRW Resources Inc., a Florida Corporation, and MRW Resources LLC, a Mississippi Limited Liability Company. The parties agree as follows:

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 TALLAHASSEE, FLORIDA

1. MRW Resources Inc. (Florida) shall merge with and into MRW Resources LLC (Mississippi).
2. The 100,000 shares of MRW Resources Inc. (Florida) stock shall be converted into a 60% ownership interest in MRW Resources LLC (Mississippi).
3. The bylaws of MRW Resources LLC (Mississippi), as in effect immediately prior to the effective date of the merger, shall remain the bylaws of MRW Resources LLC (Mississippi).
4. The directors and officers of MRW Resources LLC (Mississippi) immediately prior to the effective date of the merger shall remain the directors and officers of MRW Resources LLC (Mississippi).
5. Upon consummation of the merger, MRW Resources LLC (Mississippi) shall succeed, without other transfer, to all the rights and property of MRW Resources Inc. (Florida) and shall be subject to all the debts, liabilities, and obligations of MRW Resources Inc. (Florida) in the same manner as if incurred by MRW Resources LLC (Mississippi).
6. All rights of creditors and all liens and trusts upon or arising from the property of MRW Resources LLC (Mississippi) and MRW Resources Inc. (Florida) shall be preserved unimpaired, provided that the liens and trust obligations upon property of MRW Resources Inc. (Florida) shall be limited to the property affected thereby immediately prior to the time the merger is effective.
7. Any action or proceeding pending by or against MRW Resources Inc. (Florida) may be prosecuted to judgment, which shall bind MRW Resources LLC (Mississippi), or MRW Resources LLC (Mississippi) may be proceeded against or substituted in its place.

<p>MRW Resources LLC (Mississippi)</p> <p></p> <p>_____                  Signature of President</p> <p><i>Mitchell R. Wenger - President</i></p> <p>_____                  Name and Title</p>	<p>MRW Resources Inc. (Florida)</p> <p></p> <p>_____                  Signature of President</p> <p><i>Mitchell R. Wenger - President</i></p> <p>_____                  Name and Title</p>
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