

P99000070899

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

FILED
99 NOV 19 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

000003049380--3

-11/19/99--01041--003

*****78.75 *****78.75

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

1. R + L Display, Inc. P99-70899
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 11/19

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED
99 NOV 19 AM 10:57
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

C. COULLETTE NOV 19 1999

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

R & L DISPLAY INC., a New York corporation not qualified

INTO

R&L DISPLAY, INC., a Florida entity, P99000070899

File date: November 19, 1999

Corporate Specialist: Cheryl Coulliette

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

R & L DISPLAY INC.	New York
R & L DISPLAY, INC.	Florida

SECOND: R & L DISPLAY INC., a New York corporation, is permitted to merge with a foreign corporation under Section 907 of the New York Business Corporation Law, and R & L DISPLAY INC. is complying with those laws in effecting the merger.

THIRD: R & L DISPLAY INC., a New York corporation, has complied with Section 607.1105 F.S.

FOURTH: The plan of merger is as follows:

(1) R & L DISPLAY, INC., a corporation organized under the laws of the State of Florida, shall merge with and into itself and assume the liabilities and obligations of R & L DISPLAY INC., a corporation organized under the laws of the State of New York. The name of the surviving corporation is R & L DISPLAY, INC., a Florida corporation (the "Surviving Corporation").

(2) Each share of stock of R & L DISPLAY INC., (the "Merging Corporation), which shall be outstanding on the effective date of the merger and all rights in respect thereof shall be changed into one (1) share of stock of the Surviving Corporation.

After the effective date of this merger, each holder of an outstanding certificate representing shares of stock of R & L DISPLAY INC. (New York), the Merging Corporation, shall surrender the same to the Surviving Corporation, and each holder shall be entitled upon such surrender to receive the number of shares of stock of the Surviving Corporation on the basis provided herein. Until so surrendered the outstanding shares of stock of the Merging Corporation which are to be converted into stock of the Surviving

FILED
99 NOV 19 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation as provided herein, may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange had taken place.

(3) The Articles of Incorporation of R & L DISPLAY INC., the Florida corporation, shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

(4) The by-laws of R & L DISPLAY, INC., the Florida corporation, shall be the by-laws of the corporation surviving the merger.

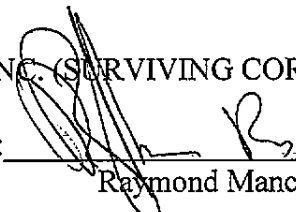
(5) The directors and officers of R & L DISPLAY, INC., the Florida corporation, shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

(6) The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

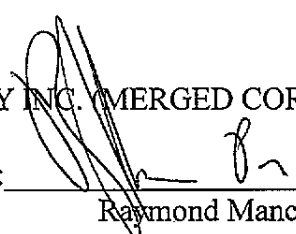
FIFTH: The plan of merger was adopted by the shareholders of R & L DISPLAY INC., a New York corporation, on the 29 day of October, 1999, and was adopted by the shareholders of R & L DISPLAY, INC., a Florida corporation, on the 29 day of October, 1999.

Signed this 29 day of October, 1999.

R & L DISPLAY, INC. (SURVIVING CORPORATION)

By: 
Raymond Mancuso, President

R & L DISPLAY INC. (MERGED CORPORATION)

By: 
Raymond Mancuso, President