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CEA Capital Corp.

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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

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Merger

Ordered By: _____

Date: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CEA EQUITY, INC., a Florida corporation, P97000008414

CEA ASIA-PACIFIC, INC., a Florida corporation, P94000063433

ATLANTIC AMERICAN CAPITAL CORPORATION, a Florida corporation,
F06421

INTO

CEA CAPITAL CORP., a Florida corporation, S29804.

File date: December 30, 1998 , effective January 1, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
CEA CAPITAL CORP., a Florida corporation
and
CEA EQUITY, INC., a Florida corporation
and
CEA ASIA-PACIFIC, INC., a Florida corporation
and
ATLANTIC AMERICAN CAPITAL CORPORATION,
a Florida corporation

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TALLAHASSEE, FLORIDA

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The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are CEA CAPITAL CORP., a Florida corporation, (the "Surviving Corporation") and CEA EQUITY, INC., a Florida corporation, CEA ASIA-PACIFIC, INC., a Florida corporation, and ATLANTIC AMERICAN CAPITAL CORPORATION, a Florida corporation (individually a "Merged Corporation" and collectively the "Merged Corporations").

ARTICLE II. Surviving Corporation. The corporation to survive the Merger is CEA CAPITAL CORP., a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger"). The effective date of the Merger shall be January 1, 1999.

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the sole shareholder and the members of the Board of Directors of the Surviving Corporation and by the sole shareholder and the members of the Board of Directors of each of the Merged Corporations, respectively, by unanimous written action of even date herewith as required by the laws of the State of Florida and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 1st day of December, 1998.

CEA CAPITAL CORP.

By: 

J. Patrick Michaels, Jr.,
President

CEA EQUITY, INC.

By: 

J. Patrick Michaels, Jr.,
President

CEA ASIA-PACIFIC, INC.

By: 

J. Patrick Michaels, Jr.,
President

ATLANTIC AMERICAN CAPITAL
CORPORATION

By: 

J. Patrick Michaels, Jr.,
President

131954

PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into as of the 1st day of December, 1998, by and among CEA CAPITAL CORP., a Florida corporation (the "Surviving Corporation") and CEA EQUITY, INC., a Florida corporation, CEA ASIA-PACIFIC, INC., a Florida corporation, and ATLANTIC AMERICAN CAPITAL CORPORATION, a Florida corporation (individually a "Merged Corporation" and collectively the "Merged Corporations").

Recitals

A. The Surviving Corporation and the Merged Corporations desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying such asset acquisition as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.

B. The Surviving Corporation desires to merge and combine with the Merged Corporations in order to expand its business and further its corporate purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date (as defined in Section 4 below) of the Merger specified herein, CEA EQUITY, INC., CEA ASIA-PACIFIC, INC., and ATLANTIC AMERICAN CAPITAL CORPORATION shall each merge with and into CEA CAPITAL CORP. in accordance with the merger laws of the State of Florida. CEA CAPITAL CORP. shall continue to exist under the laws of the State of Florida as the surviving corporation and the separate existence of CEA EQUITY, INC., CEA ASIA-PACIFIC, INC., and ATLANTIC AMERICAN CAPITAL CORPORATION shall each terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation will not differ from its Articles of Incorporation before the Merger and shall not be changed by virtue of the Merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or

as specified in the Articles of Incorporation or Bylaws.

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be January 1, 1999 pursuant to Section 607.1105 of the Florida Business Corporation Act.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Corporations shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporations and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscriptions to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporations shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporations; and any claim existing or action or proceeding pending by or against the Merged Corporations may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporations shall be impaired by such Merger.

6. Exchange of Shares. On the Effective Date of the Merger, each issued share of the Merged Corporations shall be cancelled due to the fact that the sole shareholder of each of the Merged Corporations owns all of the stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal

Revenue Code.

8. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

9. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporations as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The sole Shareholder each of the Merged Corporations and the sole Shareholder of the Surviving Corporation has authorized the Board of Directors of each Merged Corporation and the Surviving Corporation, respectively, to amend this Plan of Merger or abandon the Merger, prior to the Effective Date of the Merger, without further action of the Shareholder.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

CEA CAPITAL CORP.

By: 

J. Patrick Michaels, Jr.,
President

CEA EQUITY, INC.

By: 

J. Patrick Michaels, Jr.,
President

CEA ASIA-PACIFIC, INC.

By: 

J. Patrick Michaels, Jr.,
President

ATLANTIC AMERICAN CAPITAL
CORPORATION

By: 

J. Patrick Michaels, Jr.,
President

131966