

S60702

TODD A. STERZOV
Holland and Knight

(Requestor's Name)

315 South Calhoun Street Suite 600

(Address)

Tallahassee, Florida 32302

(City, State, Zip)

(Phone #)

425-5625

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OFFICE USE ONLY

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

1. D'Angelo Capital Corp

(Corporation Name)

(Document #)

2. D'Angelo Acquisition Corp

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

1:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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
<input type="checkbox"/>	Other

FILED
96 DEC 30 PM 1421
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 30 AM 11:10
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

D'ANGELO CAPITAL CORP., a Florida corporation, S60702

INTO

**D'ANGELO ACQUISITION CORPORATION. a Delaware corporation not
qualified in Florida**

File date: December 30, 1996

Corporate Specialist: Steven Harris

**ARTICLES OF MERGER BETWEEN
D'ANGELO CAPITAL CORP. AND
D'ANGELO ACQUISITION CORPORATION**

FILED
96 DEC 30 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware, D'Angelo Acquisition Corporation, a Delaware corporation ("Survivor") and D'Angelo Capital Corp., a Florida corporation ("Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Survivor, which will be the surviving corporation (the "Merger").

ARTICLE I

The Agreement and Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto and made a part of these Articles of Merger as Exhibit "A".

ARTICLE II

The name of the surviving corporation is D'Angelo Acquisition Corporation which, pursuant to the Agreement and Plan of Merger, will change its name to D'Angelo Capital Corp.

ARTICLE III

The effective date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

ARTICLE IV

The Agreement and Plan of Merger was adopted by the unanimous written consent of the Board of Directors of Survivor on December 14, 1996 and by the written consent of the sole shareholder of Survivor on December 14, 1996. The Agreement and Plan of Merger was adopted by the unanimous written consent of the Board of Directors of Merging Corporation and by written consent of the sole shareholder of Merging Corporation on December 16, 1996.

IN WITNESS WHEREOF, the undersigned has executed this document as of the 16th day of December, 1996.

D'ANGELO CAPITAL CORP., a Florida
corporation

By: _____

George D'Angelo, President

D'ANGELO ACQUISITION CORPORATION., a
Delaware corporation

By: _____

George D'Angelo, President

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated December 27, 1996 (the "Agreement"), is entered into between D'Angelo Capital Corp., a Florida corporation ("D'Angelo-Florida"), and D'Angelo Acquisition Corporation, a Delaware corporation ("D'Angelo-Delaware").

BACKGROUND

D'Angelo-Delaware has an aggregate authorized capital stock of 1,000 shares of Common Stock, par value \$.01 per share (the "D'Angelo-Delaware Common Stock"), of which, as of December 26, 1996, 100 shares were issued and outstanding.

D'Angelo-Florida has an aggregate authorized capital stock of 200 shares of no par value Common Stock (the "D'Angelo-Florida Common Stock"), of which 100 shares were duly issued and are now outstanding, and held by George D'Angelo.

The respective Boards of Directors of D'Angelo-Florida and D'Angelo-Delaware believe that the best interests of D'Angelo-Florida and D'Angelo-Delaware and their respective stockholders will be served by the merger of D'Angelo-Florida with and into D'Angelo-Delaware under and pursuant to the provisions of this Agreement and the Delaware General Corporation Law and the Florida Business Corporation Act.

AGREEMENT

In consideration of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. Merger. D'Angelo-Florida shall be merged with and into D'Angelo-Delaware (the "Merger").

2. Effective Date. The Merger shall become effective immediately upon the later of the filing of a certificate of merger with the Secretary of State of Delaware in accordance with the Delaware General Corporation Law and the filing of articles of merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act. The time of such effectiveness is hereinafter called the "Effective Date."

3. Surviving Corporation. D'Angelo-Delaware shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Delaware. On the Effective Date, the separate corporate existence of D'Angelo-Florida shall cease.

4. Name of Surviving Corporation. On the Effective Date, the Certificate of Incorporation of D'Angelo-Delaware shall be amended to change the name of D'Angelo-Delaware to "D'Angelo Capital Corp."

5. Certificate of Incorporation. Except as provided in Section 4, the Certificate of Incorporation of D'Angelo-Delaware as it exists on the Effective Date shall be the Certificate of Incorporation of D'Angelo-Delaware following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Delaware.

6. Bylaws. The Bylaws of D'Angelo-Delaware as they exist on the Effective Date shall be the Bylaws of D'Angelo-Delaware following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Delaware.

7. Board of Directors and Officers. The members of the Board of Directors and the officers of D'Angelo-Florida immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of D'Angelo-Delaware following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. Retirement of Outstanding D'Angelo-Delaware Stock. On the Effective Date, each of the 100 shares of the D'Angelo-Delaware Common Stock presently issued and outstanding shall be retired, and no shares of D'Angelo-Delaware Common Stock or other securities of D'Angelo-Delaware shall be issued in respect thereof.

9. Conversion of Outstanding D'Angelo-Florida Stock. On the Effective Date, each issued and outstanding share of D'Angelo-Florida Common Stock and all rights in respect thereof shall be converted into one fully-paid and nonassessable share of D'Angelo-Delaware Common Stock, and each certificate representing shares of D'Angelo-Florida Common Stock shall for all purposes be deemed to evidence the ownership of the same number of shares of D'Angelo-Delaware Common Stock as are set forth in such certificate. After the Effective Date, each holder of an outstanding certificate representing shares of D'Angelo-Florida Common Stock may surrender the same to D'Angelo-Delaware's registrar and transfer agent for cancellation, and each such holder shall be entitled to receive in exchange therefore a certificate(s) evidencing the ownership of the same number and class of shares of D'Angelo-Delaware Common Stock as are represented by the D'Angelo-Florida Common Stock certificate(s) surrendered to D'Angelo-Delaware's registrar and transfer agent.

10. Rights and Liabilities of D'Angelo-Delaware. At and after the Effective Date, and all in the manner of and as more fully set forth in the Florida Business Corporation Act and the Delaware General Corporation Law, the title to all real estate and other property, or any interest therein, owned by each of D'Angelo-

Florida and D'Angelo-Delaware shall be vested in D'Angelo-Delaware without reversion or impairment; D'Angelo-Delaware shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of each of D'Angelo-Florida and D'Angelo-Delaware without reversion or impairment; D'Angelo-Delaware shall thenceforth be responsible and liable for all the liabilities and obligations of each of D'Angelo-Florida and D'Angelo-Delaware; any claim existing or action or proceeding pending by or against D'Angelo-Florida or D'Angelo-Delaware may be continued as if the Merger did not occur or D'Angelo-Delaware may be substituted for D'Angelo-Florida in the proceeding, neither the rights of creditors nor any liens upon the property of D'Angelo-Florida or D'Angelo-Delaware shall be impaired by the Merger; and D'Angelo-Delaware shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

11. Termination. This Agreement may be terminated and abandoned by action of the respective Boards of Directors of D'Angelo-Florida and D'Angelo-Delaware at any time prior to the Effective Date, whether before or after approval by the stockholders of either or both of the parties hereto.

12. Amendment. The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date; provided that an amendment made subsequent to the approval of this Agreement by the stockholders of either of the parties hereto shall not: (a) alter or change the number or kind of shares to be received in exchange for or on conversion of all or any of the shares of the parties hereto, (b) change any term of the Certificate of Incorporation of D'Angelo-Delaware (except as contemplated above), or (c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either party hereto.

13. Third Party Consents. The parties shall use their best effort to receive all consents of third parties that have agreements with D'Angelo-Florida and whose consent is required for the assumption of such agreements by D'Angelo-Delaware.

14. Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan and Agreement and Plan of Merger to be executed as of the date first written above.

D'ANGELO CAPITAL CORP.,
a Florida corporation

By: 
George D'Angelo, President

D'ANGELO ACQUISITION
CORPORATION,
a Delaware corporation

By: 
George D'Angelo, President

TPA2-392607