

V13927

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

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

1- FLORIDA BROTHERS TRUCKING COMPANY

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<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

200002881252--5
-05/20/99--01061--022
****113.75 ****113.75

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

ADVISORY DIVISION
TALLAHASSEE, FLORIDA
5/21/99

99 JUL 20 PM 1:20

06/11/99

COULLETTE JUN 04 1999

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

MAGIC TRUCKING SERVICES, INC., a Florida corporation, P93000070499

COWBOY TRUCKING SERVICES, INC., a Florida corporation, P93000070501

INTO

FLORIDA BROTHERS TRUCKING CORPORATION, a Florida corporation,
V13927

File date: June 4, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 20, 1999

ATTORNEYS TITLE

TALLAHASSEE, FL

SUBJECT: MAGIC TRUCKING SERVICES, INC.
Ref. Number: P93000070499

We have received your document for MAGIC TRUCKING SERVICES, INC. and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1998 annual report. The entity must be reinstated before this document can be filed.

You will have to reinstate this corporation before this merger can be processed.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 099A00028060

RECEIVED
99 JUN -4 PM 1:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

ARTICLES OF MERGER
OF
COWBOY TRUCKING SERVICES, INC. AND MAGIC TRUCKING SERVICES, INC.,
both Florida Corporations
into
FLORIDA BROTHERS TRUCKING CORPORATION, a Florida Corporation

ARTICLES OF MERGER among COWBOY TRUCKING SERVICES, INC., a Florida corporation, MAGIC TRUCKING SERVICES, INC., a Florida corporation and FLORIDA BROTHERS TRUCKING CORPORATION, a Florida Corporation.

Under 607.1105 of the Florida Business Corporation Act (the "Act"), COWBOY TRUCKING SERVICES, INC., MAGIC TRUCKING SERVICES, INC. and FLORIDA BROTHERS TRUCKING CORPORATION adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated January 2, 1998 ("Plan of Merger"), among COWBOY TRUCKING SERVICES, INC., MAGIC TRUCKING SERVICES, INC. and FLORIDA BROTHERS TRUCKING CORPORATION was approved and adopted by the shareholders of said Corporations on January 2, 1998.

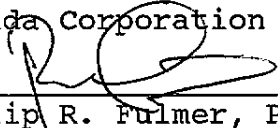
2. Under the Plan of Merger, all issued and outstanding shares of COWBOY TRUCKING SERVICES, INC.'s stock and MAGIC TRUCKING SERVICES, INC.'s stock will be acquired by means of a merger with FLORIDA BROTHERS TRUCKING CORPORATION, the surviving corporation ("Merger").


3. The Agreement and Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

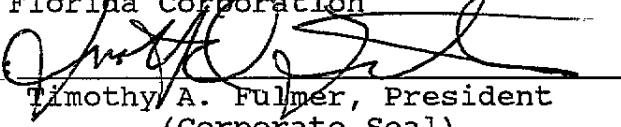
4. Under 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on January 2, 1998.

IN WITNESS WHEREOF, the parties have set their hands on January 2, 1998.

ATTEST: 
Carroll A. Fulmer, Secretary


COWBOY TRUCKING SERVICES, INC.
a Florida Corporation
By: 
Philip R. Fulmer, President
(Corporate Seal)

ATTEST: 
Carroll A. Fulmer, Secretary

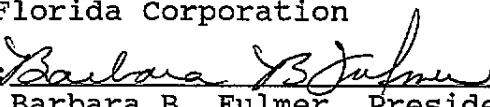
MAGIC TRUCKING SERVICES, INC.
a Florida Corporation
By: 
Timothy A. Fulmer, President
(Corporate Seal)

FLORIDA BROTHERS TRUCKING CORPORATION
a Florida Corporation

ATTEST:


Philip R. Fulmer, Secretary

By:


Barbara B. Fulmer, President
(Corporate Seal)

AGREEMENT AND PLAN OF MERGER

Merger between FLORIDA BROTHERS TRUCKING, CORPORATION, (the "Surviving Corporation") and COWBOY TRUCKING SERVICES, INC., and MAGIC TRUCKING SERVICES, INC. (the "Disappearing Corporations") (surviving Corporation and disappearing Corporations hereinafter collectively referred to as "Constituent Corporations"). This Merger is being effected under this Agreement and Plan of Merger ("Plan") in accordance with 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of the Disappearing Corporations' common stock that shall be issued and outstanding at that time shall be returned to the Disappearing Corporations properly endorsed by each stock holder to the Disappearing Corporations. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporations' stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporations shall cease, and the Surviving Corporation shall be fully vested in Disappearing Corporations' rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

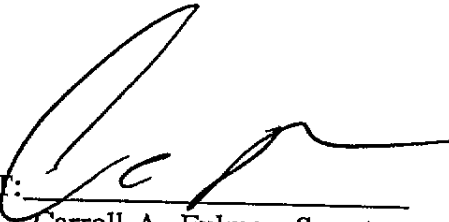
5. Supplemental Action. If at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporations, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporations and Surviving Corporation shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Agreement and Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such

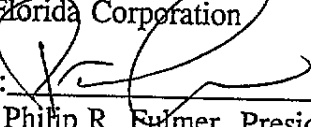
Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with 607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 2, 1998.

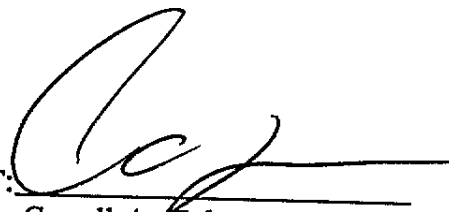
8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of all Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

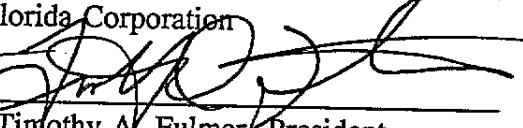
ATTEST: 
Carroll A. Fulmer, Secretary

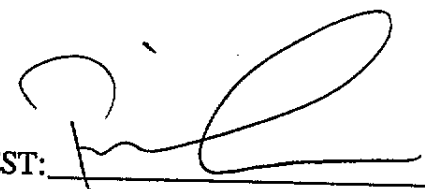
COWBOY TRUCKING SERVICES, INC.
a Florida Corporation

By: 
Philip R. Fulmer, President
(Corporate Seal)

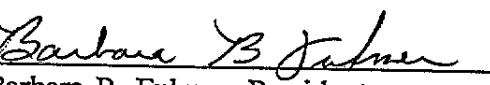
ATTEST: 
Carroll A. Fulmer, Secretary

MAGIC TRUCKING SERVICES, INC.
a Florida Corporation

By: 
Timothy A. Fulmer, President
(Corporate Seal)

ATTEST: 
Philip R. Fulmer, Secretary

FLORIDA BROTHERS TRUCKING CORP.
a Florida Corporation

By: 
Barbara B. Fulmer, President
(Corporate Seal)