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Division of Corporations

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V47342

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SPACE COAST PETRO DISTRIBUTOR, INC.

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Merger

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 29, 2004

SPACE COAST PETRO DISTRIBUTOR, INC.
402 HIGH POINT DR
STE. 101
COCOA, FL 32926US

SUBJECT: SPACE COAST PETRO DISTRIBUTOR, INC.
REF: V47342

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted are being filed pursuant to section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

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

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Darlene Connell
Document Specialist

FAX Aud. #: H04000194105
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**ARTICLES OF MERGER
OF SUMMIT OIL, INC., A FLORIDA CORPORATION WITH AND INTO
SPACE COAST PETRO DISTRIBUTOR, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, SUMMIT OIL, INC., a Florida corporation, and SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are SUMMIT OIL, INC., a Florida corporation, and SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, respectively. SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, is the surviving corporation.
2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit A and incorporated herein.
3. In accordance with the Plan of Merger, the effective date of the merger shall be October 1, 2004.
4. The Plan of Merger was duly approved by the Shareholders of SUMMIT OIL, INC., a Florida corporation, and the Shareholders of SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, respectively, by unanimous written consents dated September 21, 2004.
5. The Plan of Merger was duly approved by the Board of Directors of SUMMIT OIL, INC., a Florida corporation, and the Board of Directors of SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, by unanimous written consents dated September 21, 2004.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of September 21, 2004.

SUMMIT OIL, INC.,
a Florida corporation

SPACE COAST PETRO DISTRIBUTOR, INC.,
a Florida corporation

By: 

MAHESH R. SHAH,
Its President

By: 

MAHESH R. SHAH,
Its President

Michael J. Ivan, Jr., Esq.
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
Telephone: (904) 355-0355
Fla. Bar No.: 016144

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EXHIBIT A

PLAN OF MERGER

This PLAN OF MERGER is dated Sept 21, 2004 by and between SUMMIT OIL, INC., a Florida corporation, and SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation.

STIPULATIONS

- A. SUMMIT OIL, INC., a Florida corporation, is a corporation duly organized and existing under the laws of the State of Florida, with its principal office at 402 Highpoint Drive, Suite 101, Cocoa, Florida, 32926, and has a capitalization of 7,500 authorized shares of \$1.00 par value common stock, of which 500 shares are issued and outstanding.
- B. SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, is a corporation duly organized and existing under the laws of the State of Florida, with its principal office at 402 Highpoint Drive, Suite 101, Cocoa, Florida, 32926, and has a capitalization of 1,000 authorized shares of \$5.00 par value common stock, of which 800 shares are issued and outstanding.
- C. The Board of Directors and Shareholders of SUMMIT OIL, INC., a Florida corporation, and the Board of Directors and Shareholders of SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, deem it desirable and in the best business interests of the corporations that SUMMIT OIL, INC., a Florida corporation, be merged with and into SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, SUMMIT OIL, INC., a Florida corporation, and SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, agree as follows:

- 1. **Merger.** SUMMIT OIL, INC., a Florida corporation, shall merge with and into SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation. SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, shall be the surviving corporation.
- 2. **Terms and Conditions.** On the effective date of the merger, the separate existence of SUMMIT OIL, INC., a Florida corporation, shall cease, and SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of SUMMIT OIL, INC., a Florida corporation, without the necessity for any separate transfer. SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, as the surviving corporation, shall then

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be responsible and liable for all liabilities and obligations of SUMMIT OIL, INC., a Florida corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of stock of the absorbed SUMMIT OIL, INC., a Florida corporation, into shares of the surviving SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, is as follows:
 - (a) On the effective date of the merger, each outstanding share of SUMMIT OIL, INC., a Florida corporation, common stock shall cease to be outstanding and cancelled, and no payment shall be made nor consideration paid with respect thereto.
 - (b) Each issued and outstanding share of SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, common stock shall remain issued and outstanding after the effective date of the merger, and the merger shall have no effect on any shares of SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, common stock that are issued and outstanding.
4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, shall continue to be its articles of incorporation following the effective date of the merger.
5. **Changes in Bylaws.** The Bylaws of the surviving SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, shall continue to be its bylaws following the effective date of the merger.
6. **Directors and Officers.** The directors and officers of the surviving SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, shall continue to be the directors and officers of the surviving SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.
7. **Prohibited Transactions.** Neither SUMMIT OIL, INC., a Florida corporation, or SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the business entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.
8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval of the Shareholders of SUMMIT OIL, INC., a Florida corporation, and the

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Shareholders of SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, in the manner provided by the applicable laws of the State of Florida.

9. **Effective Date of Merger.** The effective date of this merger shall be October 1, 2004.
10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of SUMMIT OIL, INC., a Florida corporation, or the Board of Directors of SPACE COAST PETRO DISTRIBUTOR, INC., a Florida corporation, at any time prior to the effective date of the merger.
11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the 21st day of Sept., 2004.

SUMMIT OIL, INC.
a Florida corporation

SPACE COAST PETRO DISTRIBUTOR, INC.
a Florida corporation

By: M. M.
MAHESH R. SHAH
Its: President

By: M. M.
MAHESH R. SHAH
Its: President

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