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Florida Department of State

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Account Number

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MERGER OR SHARE EXCHANGE

CENTRAL FLORIDA INVESTMENTS, INC.

<u> </u>	
Certificate of Status	0
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DEC. 28.2005 4:21PM



ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and Jurispiction of the si	irvivite corporation:	٠.,٠
Name	Jurisdiction	Document Number (If known/ applicable)
Central Florida Investments, Inc.	Florida	394096
Second: The name and jurisdiction of each	ch merging corporation:	The second se
Name	Iurisdiction	Document Number (If known' applicable)
Investment industries of Florida, Inc.	Florida	667378
Montverde Hills Corporation	Florida	J41226
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effecti Department of State.	ve on t he date the Articles of	Merger are filed with the Florida
OR 12 / 31 / 2005 (Enter a special of than 90 days	ific date. NOTE: An effective date safter merger file date.)	cannot be prior to the date of filing or more
Fifth: Adoption of Merger by surviving. The Plan of Merger was adopted by the sh		
The Plan of Merger was adopted by the be	pard of directors of the surviver approval was not required.	
Sixth: Adoption of Merger by merging of The Plan of Merger was adopted by the sh		
The Plan of Merger was adopted by the be	pard of directors of the mergin er approval was not required.	

(Attach additional sheets if necessary)

sevenin: <u>signatures e</u>	UR EACH CORPORATION	
Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Central Florida Investments, Inc.		— David A. Siegel, President
Montverde Hills Corporation		David A. Siegel, President
investment industries of Florida, Inc.	(A)/\	David A. Siegel, President
		·
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PLAN OF MERGER

(Merger of subsidiary corporation(s)

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	<u>Jurisdiction</u>
Central Florida Investments, Inc.	Florida
The name and jurisdiction of each subsidiary corpo	prations
Name	Jurisdiction
Investment Industries of Florida, Inc.	Florida
Montverde Hills Corporation	Florida
	
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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into each or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into each or other property are as follows:

Each of the merging corporations are owned 100% by the surviving corporation. Immediately after the merger all shares of each of the merging corporation shall be cancelled and the surviving corporation shall own all of the assets of the merging corporations directly.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: