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SECRETARY OF STATE
ATTORNEY GENERAL

Mr. Ger

20

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PEDIGREE INVESTMENTS, INC.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

PAUL J. LANE, ESQ.

(Name of person)

(Name of firm/company)

2755 E. OAKLAND PARK BLVD. SUITE 300

(Address)

FT. LAUDERDALE, FL. 33306

(City/state and zip code)

For further information concerning this matter, please call:

PAUL J. LANE

(Name of person)

at (

954

) 566-0004

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

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TALLAHASSEE, FL 32301

(Attach additional sheets if necessary)

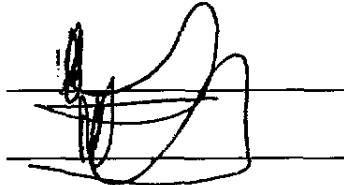
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Pedigree Investments, Inc.

A handwritten signature in black ink, appearing to read 'Robin Brisland', written over two horizontal lines.

Robin Brisland, Pres.

Prestige European Auto Ser

Robin Brisland, Pres.

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
PEDIGREE INVESTMENTS, INC.	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
PRESTIGE EUROPEAN AUTO SERVICE, INC.	Florida

Third: The terms and conditions of the merger are as follows:

1. The articles of incorporation of Pedigree Investments, Inc., as in effect immediately prior to the effective date of the merger, shall remain the articles of incorporation of the surviving corporation.
2. The by-laws of Pedigree Investments, Inc., as in effect immediately prior to the effective date of the merger, shall remain the by-laws of the surviving corporation.
3. The directors and officers of Pedigree Investments, Inc., as in office immediately prior to the effective date of the merger, shall remain directors and officers of the surviving corporation.
4. Upon consummation of the merger, the surviving corporation, Pedigree Investments, Inc., shall succeed, without other transfer, to all of the rights and property of Prestige European Auto Service, Inc. and shall be subject to all the debts, liabilities, and obligations of Prestige European Auto Service, Inc. in the same manner as if incurred by Pedigree Investments, Inc.
5. All rights of creditors and all liens and trusts upon or arising from the property of Pedigree Investments, Inc. and Prestige European Auto Service, Inc. shall be preserved unimpaired, provided the liens and trust obligations upon property of Prestige European Auto Service, Inc. shall be limited to the property affected thereby immediately prior to the time the merger is effective.
6. Any action or proceeding by or against Prestige European Auto Service, Inc. may be prosecuted to judgment, which shall bind Pedigree Investments, Inc., or Pedigree Investments, Inc. may be proceeded against in its place.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. Prestige European Auto Service, Inc., Inc. shall merge with and into Pedigree Investments, Inc.
2. Each share of stock of Prestige European Auto Service, Inc. shall be converted into a share of stock in Pedigree Investments, Inc. Each share of stock in Pedigree Investments, Inc. shall remain a share of stock in Pedigree Investments, Inc..

Fifth: There is no amendment to, or restatement of, any articles or by-laws.

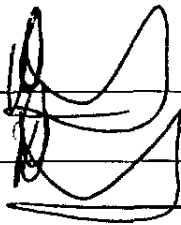
Sixth: SIGNATURES FOR EACH CORPORATION

NAME
NAME

SIGNATURE

TYPE OR PRINTED

Pedigree Investments, Inc.

A handwritten signature in dark ink, appearing to be 'Robin Brisland', is written over two horizontal lines. The signature is stylized with a large loop at the top and a cross-like shape at the bottom.

Robin Brisland, Pres.

Prestige European Auto Service, Inc.

Robin Brisland, Pres.