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Art. of Corr.

SP 7/29

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MEMBER FLORIDA
AND NEW YORK BARS

July 24, 2008

VIA FEDERAL EXPRESS

PERSONAL AND CONFIDENTIAL

Susan Payne
Florida Department of State
2661 W. Executive Center Circle
Tallahassee, FL 32301-5020

Re: *Merger of The Sonnenreich Corporation, a New York Corporation, with
The Sonnenreich Corporation, Inc., a Florida Corporation*

Dear Ms. Payne:

Enclosed herewith for filing is the Certificate of Correction we recently discussed.
A check for \$35.00 filing fee is also enclosed.

Please communicate with the undersigned as to any issues relating to this filing.

Sincerely,


Richard S. Weinstein

ARTICLES OF CORRECTION
for
THE SONNENREICH CORPORATION, INC.

Document No. P08000060137

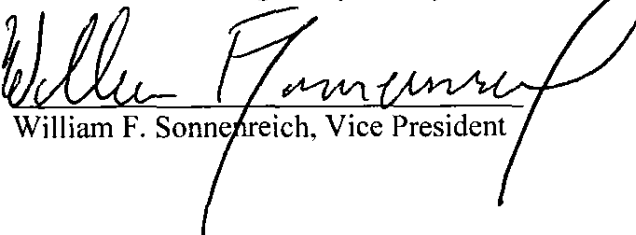
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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These Articles of Correction correct Certificate of Merger filed with the Department of State on June 30, 2008.

The inaccuracies being corrected herein, which result from additional mandatory provisions in the Plan of Merger required by the State of New York, the state of incorporation of the non-surviving constituent corporation, and the resulting delay in filing the Certificate of Merger in the State of New York, are as follows:

- a) The effective date of the date of merger is changed from July 1, 2008 to September 1, 2008; and
- b) The attached Plan of Merger was revised on July 23, 2008 to embody the changes required by the State of New York.


William F. Sonnenreich, Vice President

PLAN OF MERGER
OF
THE SONNENREICH CORPORATION, a New York corporation
and
THE SONNENREICH CORPORATION, INC., a Florida corporation
into
THE SONNENREICH CORPORATION, INC., a Florida corporation

The following plan of merger has been adopted by the Boards of Directors of THE SONNENREICH CORPORATION, a New York corporation, and THE SONNENREICH CORPORATION, a Florida corporation, at meetings of the Boards of each corporation held on July 23, 2008, pursuant to section 907 of the New York Business Corporation Law and section 607.1101, Florida Statutes.

1. (a) The names of each constituent corporation to the merger are THE SONNENREICH CORPORATION, a New York corporation, which was duly incorporated under the laws of the State of New York on or as of the 17th day of June, 1998 and THE SONNENREICH CORPORATION, INC., a Florida corporation, which was duly incorporated under the laws of the State of Florida on June 20, 2008.

(b) The name of the surviving corporation is THE SONNENREICH CORPORATION, INC., a Florida corporation.

2. (a) THE SONNENREICH CORPORATION, a New York corporation, is authorized to issue 200 shares entitled to vote.

(b) THE SONNENREICH CORPORATION, INC., a Florida corporation, is authorized to issue 200 shares entitled to vote.

(c) The number of shares mentioned above is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the merger, which have been approved unanimously by the shareholders of THE SONNENREICH CORPORATION, a New York corporation, and pursuant to section 607.1103(7), Florida Statutes, by the Board of Directors of THE SONNENREICH CORPORATION, INC., a Florida corporation, which is permitted under the laws of the State of New York and the State of Florida, are as follows:

Until altered, amended or repealed, the by-laws of THE SONNENREICH CORPORATION, INC., a Florida corporation, a constituent corporation, as in effect on the date the merger becomes effective, shall be the by-laws of the surviving corporation.

The first annual meeting of the shareholders of the surviving corporation held after the date of this merger shall be the next annual meeting provided for by the bylaws of THE SONNENREICH CORPORATION, INC., a Florida corporation, a constituent corporation.

4. Upon such merger, the separate corporate existence of THE SONNENREICH CORPORATION, a New York corporation, shall cease and the surviving corporation shall

become the owner, without other transfer, of THE SONNENREICH CORPORATION, a New York corporation, and its subsidiaries, and all the rights and property of the constituent corporations, and the surviving corporation shall become subject to all the liabilities, obligations and penalties of the constituent corporations.

5. The purposes, county where the principal office for the transaction of business shall be located, number of directors, and capital stock of the surviving corporation shall be as appears in the certificate of incorporation of the surviving corporation as amended and as herein set forth.

6. a) in compliance with section 907(e)(2)(C) of the New York Business Corporation Law, THE SONNENREICH CORPORATION, INC., a Florida corporation, states that it has not filed an application to do business in the State of New York and shall not conduct business in the State of New York until an application for such authority shall have been filed with the New York Department of State;

b) in compliance with section 907(e)(2)(D) of the New York Business Corporation Law, THE SONNENREICH CORPORATION, a New York corporation, was duly incorporated under the laws of the State of New York on or as of the 17th day of June, 1998, and THE SONNENREICH CORPORATION, INC., a Florida corporation, was duly incorporated under the laws of the State of Florida on June 20, 2008;

c) in compliance with section 907(e)(2)(E) of the New York Business Corporation Law, THE SONNENREICH CORPORATION, INC., a Florida corporation, may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic or foreign entity, previously amenable to suit in New York State, and for the enforcement under the New York Business Corporation Law of the right of shareholders of THE SONNENREICH CORPORATION, a New York corporation, to receive payment for their shares or other interests against THE SONNENREICH CORPORATION, INC., a Florida corporation;

d) in compliance with section 907(e)(2)(F) of the New York Business Corporation Law, THE SONNENREICH CORPORATION, INC., a Florida corporation, subject to the provisions of section 623 of the New York Business Corporation Law (Procedure to enforce shareholder's right to receive payment for shares), and any applicable statute, will promptly pay to the shareholders of THE SONNENREICH CORPORATION, a New York Corporation, the amount, if any, to which they shall be entitled under the New York State Business Corporation Law relating to the right of shareholders to receive payment for their interests;

e) in compliance with section 907(e)(2)(G) of the New York Business Corporation Law, THE SONNENREICH CORPORATION, INC., a Florida corporation, designates the New York State Secretary of State as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 (Service of process), in any action or special proceeding, such process to be mailed by the Secretary of State to William F. Sonnenreich, 347 Vizcaya Drive, Palm Beach Gardens, Florida 33418, which address shall supersede any prior address to which process shall be mailed;

f) in compliance with section 907(e)(2)(H)(i) of the New York Business Corporation Law, THE SONNENREICH CORPORATION, a New York corporation, has paid all fees and taxes, including penalties and interest as administered by the New York State Department of Taxation and Finance which are due and payable by THE SONNENREICH CORPORATION, a New York corporation; an estimated franchise tax report has been filed through the date of the merger.

g) in compliance with section 907(e)(2)(H)(ii) of the New York Business Corporation Law, THE SONNENREICH CORPORATION, INC., a Florida corporation, will within thirty days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by each constituent domestic corporation.

h) THE SONNENREICH CORPORATION, INC., a Florida corporation, maintains an office at 347 Vizcaya Drive, Palm Beach Gardens, Florida 33418, where the merger agreement may be inspected.

7. The manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

(a) Each share of common stock of no par value of THE SONNENREICH CORPORATION, INC., a Florida corporation, issued and outstanding on the effective date of the merger shall continue to be one share of common stock, of no par value, of the surviving corporation, and

(b) Each share of common stock of no par value of THE SONNENREICH CORPORATION, a New York corporation, issued and outstanding on the effective date of the merger shall be changed and converted into one (1) share of common stock of no par value, of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding, provided, however, that no fractional shares of the surviving corporation shall be issued, and in lieu of the issuance of fractional shares to which any holder of the common stock of THE SONNENREICH CORPORATION, a New York corporation, would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of such common stock on the effective date.

(c) Any and all shares of common stock of THE SONNENREICH CORPORATION, a New York corporation, held by THE SONNENREICH CORPORATION, a New York corporation, in its treasury on the effective date of the merger shall forthwith be surrendered to the surviving corporation for cancellation, and no shares of the surviving corporation shall be issued or issueable in respect thereof.

(d) After the effective date of the merger holders of certificates for shares of common stock in THE SONNENREICH CORPORATION, a New York corporation, shall surrender them to the surviving corporation, or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of said share certificates, the surviving corporation shall issue in exchange therefor a certificate of shares of common stock in surviving corporation

representing the number of shares of such stock to which such holder shall be entitled as hereinabove set forth.

(e) In addition, such shareholder shall be entitled to receive any dividends on such shares of common stock of the surviving corporation which may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate of such common stock. Holders of certificates of common stock of THE SONNENREICH CORPORATION, a New York corporation, shall not be entitled to dividends payable on shares of stock in the surviving corporation unless and until said shareholders of such certificates have been issued certificates of common stock in surviving corporation as hereinabove provided.

8. Neither THE SONNENREICH CORPORATION, a New York corporation, nor THE SONNENREICH CORPORATION, INC., a Florida corporation, the surviving 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 as contemplated by this plan.

9. This merger plan has been approved in the manner provided by the applicable laws of the States of New York and Florida at meetings held on July 23, 2008.

10. The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties under and contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed. This plan of merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

11. The merger shall be effective on September 1, 2008.

IN WITNESS WHEREOF, the parties hereto have caused this plan of merger to be executed by their respective officers and directors and have caused their respective corporate seals to be impressed hereon on this 23rd day of July, 2008.

THE SONNENREICH CORPORATION, a New York corporation

By:



William F. Sonnenreich, Vice President

THE SONNENREICH CORPORATION, INC., a Florida corporation

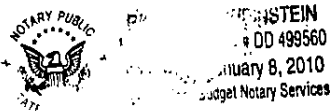
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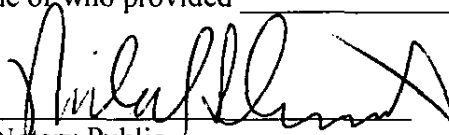


William F. Sonnenreich, Vice President

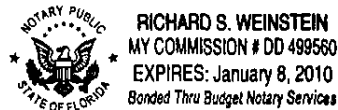
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared William F. Sonnenreich, Vice-President of THE SONNENREICH CORPORATION, a New York Corporation, on behalf of the corporation, who acknowledged to me that he executed the foregoing instrument, this 23rd day of July, 2008, and who is personally known to me or who provided _____ as identification.

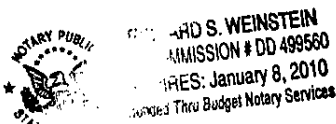


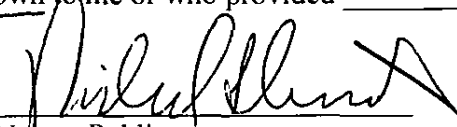

Notary Public
My Commission expires:

STATE OF FLORIDA
COUNTY OF PALM BEACH



Before me, the undersigned authority, personally appeared William F. Sonnenreich, Vice-President of THE SONNENREICH CORPORATION, INC., a Florida Corporation, on behalf of the corporation, who acknowledged to me that he executed the foregoing instrument, this 23rd day of July, 2008, , and who is personally known to me or who provided _____ as identification.




Notary Public
My Commission expires:

