

895741

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT:

CINDY HICKS

DATE:

3-30-99

REF. #:

0150.6192

CORP. NAME:

4135 AURORA CORPORATION

FILED
99 MAR 30 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- CERT. OF AUTHORITY
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER 3 parties
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

STATE FEES PREPAID WITH CHECK# 4578 FOR \$ ~~125.00~~ 113.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

400002823164--1
-03/30/99--01033--001
***113.75 ***113.75

COST LIMIT: \$

PLEASE RETURN:

CERTIFIED COPY

CERTIFICATE OF STATUS

PLAIN STAMPED COPY

Examiner's Initials

DLH 3/30

Must HAVE TODAY!

ARTICLES OF MERGER
Merger Sheet

MERGING:

4101 AURORA CORP., a Florida corporation, P9200002675

4028 PONCE DE LEON CORP., a Florida corporation, P92000002677

INTO

4135 AURORA CORPORATION, a Florida corporation, S95741

File date: March 30, 1999

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
4101 AURORA CORP.
AND
4028 PONCE DE LEON CORP.
INTO
4135 AURORA CORPORATION**

**FILED
99 MAR 30 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**


Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), 4101 AURORA CORP., a Florida corporation, 4028 PONCE DE LEON CORP., a Florida corporation (collectively, the "Non-Surviving Corporations") and 4135 AURORA CORPORATION, a Florida corporation (the "Surviving Corporation") adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporations with and into the Surviving Corporation.

FIRST: The Plan of Merger is attached hereto as Exhibit A.


SECOND: The Plan of Merger was adopted by the sole director and shareholder of each of the Non-Surviving Corporations and the Surviving Corporation by written consent in accordance with the provisions of Section 607.1103 of the Act as of March 26th 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 26th day of March, 1999.

4101 AURORA CORP.

By: 
Ugo Colombo, President

4028 PONCE DE LEON CORP.

By: 
Ugo Colombo, President

4135 AURORA CORPORATION


By: 
Ugo Colombo, President

EXHIBIT A

PLAN OF MERGER

1. **Constituent Corporations.** The Non-Surviving Corporations shall merge with and into the Surviving Corporation (the "Merger").
2. **Terms and Conditions of Merger.** The Non-Surviving Corporations shall, pursuant to the provisions of the Act, be merged with and into the Surviving Corporation, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Non-Surviving Corporations shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Non-Surviving Corporations.
3. **Capital Stock.** Upon the Effective Date, the Common Stock of the Non-Surviving Corporations presently issued and outstanding shall be cancelled.
4. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation as of the Effective Date shall be the Articles of Incorporation in effect after the Merger and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of the Surviving Corporation as in effect as of the Effective Date shall be the Bylaws in effect after the Merger and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers.** The directors and officers of Surviving Corporation in office on the Effective Date shall continue to be the directors and officers after the Merger, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.
8. **Amendment of Plan of Merger.** The Board of Directors of each of the Non-Surviving Corporations and Surviving Corporation is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the Act.