

K96337

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From:

Account Name : O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONIDIS, P.A.
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MERGER OR SHARE EXCHANGE
THE GIFIC CORPORATION

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 16, 2004

THE GIFIC CORPORATION
852 SANDERLING DR.
INDIALANTIC, FL 32903US

SUBJECT: THE GIFIC CORPORATION
REF: K96337

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 name of the merging corp. is GIFIC ACQUISITION CORP and this name should be reflected in the merger as such. Note there is also no period after the word corp

The date of adoption is incomplete in the first paragraph of all attachments.??

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

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H04000055490
Letter Number: 004A00017443

Audit No. (((H04000055490 3)))

**ARTICLES OF MERGER
OF THE GIFIC CORPORATION
AND GIFIC ACQUISITION CORP**

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one (1) of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

| <u>Name of Corporation</u> | <u>State</u> |
|----------------------------|--------------|
| The GIFIC Corporation | Florida |
| GIFIC Acquisition Corp | Florida |

SECOND: The surviving corporation is The GIFIC Corporation and it is to be governed by Chapter 607 of the laws of the State of Florida. The merging corporation is GIFIC Acquisition Corp.

THIRD: The Plan and Agreement of Merger (the "Plan of Merger") attached hereto as Exhibit A was approved by the directors of the undersigned corporation in the manner prescribed by Section 607.1104 of the Florida Business Corporation Act, as amended, on March 11, 2004.

FOURTH: This merger shall be effective on March 12, 2004.

Dated: March 11, 2004

The GIFIC Corporation, a Florida corporation

By: _____
Michael F. Lesser, President

GIFIC Acquisition Corp., a Florida corporation

By: _____
Michael F. Lesser, President

James M. O'Brien, Esq.
Florida Bar No. 516589
1686 W. Hibiscus Blvd.
Melbourne, FL 32901
321-728-2800/321-728-0002(Fax)

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Exhibit "A"**PLAN OF MERGER**

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 **parent** corporation owning at least eighty percent (80%) of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------|---------------------|
| GIFIC ACQUISITION CORP | Florida |

The name and jurisdiction of each **subsidiary** corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------------|---------------------|
| The GIFIC Corporation | Florida |

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

The Parent Corporation presently holds over ninety-eight percent (98%) of the issued shares of the Subsidiary Corporation. The Parent Corporation will acquire all of the outstanding shares of the Subsidiary Corporation in return for payment of an amount equal to \$0.610--- per share of common stock of the Subsidiary Corporation in the hands of shareholders other than Parent.

Shareholders of the Subsidiary Corporation will be notified of their appraisal rights in accordance with Chapter 607, *Florida Statutes*.

Audit No. (((H04000055490 3)))

**WRITTEN CONSENT OF SHAREHOLDERS OF
THE GIFIC CORPORATION**

Pursuant to Section 607.0704 of
the Florida Business Corporation Act

THE UNDERSIGNED, owning a majority of the outstanding shares of common stock (being the sole shares entitled to vote thereon) of THE GIFIC CORPORATION, a Florida corporation (the "Corporation"), hereby consent, pursuant to Section 607.0704 of the Florida Business Corporation Act to the adoption of the following resolutions as of the 11th day of March, 2004, and instruct the Secretary of the Corporation to enter this Written Consent in the minutes of the proceedings of the Shareholders:

1. RESOLVED: that certain Articles of Merger of THE GIFIC CORPORATION and GIFIC ACQUISITION CORP (the "Articles") and that certain Plan of Merger (the "Plan") attached hereto and incorporated herein by reference be, and the same hereby are, authorized, adopted and approved with such modifications, changes, alterations, or amendments as the officers of the Corporation specified below executing the same, shall approve, the execution thereof by such officers with any such modifications, changes, alterations, or amendments to constitute conclusive evidence of such approval.
2. RESOLVED: That Michael F. Lesser hereby is, authorized and directed to execute and deliver, in the name and on behalf of the Corporation, the Articles and Plan with such modifications, changes, alterations, or amendments to the Articles and the Plan as the officer of the Corporation executing the same, shall approve, the execution thereof by such officer with any such modifications, changes, alterations, or amendments to constitute conclusive evidence of such approval.
3. RESOLVED: That each and every resolution which is advisable or required to be adopted to carry out the purpose and intent of the foregoing resolution shall be deemed to be, and the same hereby is, adopted and approved as if fully rewritten herein, provided that a copy of such resolution is attached hereto.
4. RESOLVED: That Michael F. Lesser hereby is, authorized and directed, in the name and on behalf of the Corporation, to make all such arrangements, to do and perform, or to cause to be done and performed, all such acts and things, and to make, execute, and deliver the Articles and the Plan and all such certificates and documents as he may consider necessary, advisable, or appropriate to enable the Corporation to fully effectuate or carry out the intent and to accomplish the purposes of the foregoing resolutions.

5. RESOLVED: That all actions heretofore taken by each and every director of the Corporation in connection with the transactions described in the foregoing resolutions be, and the same hereby is, ratified, confirmed and approved in all respects.

6. RESOLVED: That the proper officers of the Corporation are hereby authorized to issue to the remaining shareholders, if any, of the Corporation any and all such notices as may be required by Section 607.0704 of the Florida Business Corporation Act.

THE EXECUTION of this Written Consent by the undersigned Shareholder(s) of the Corporation waive(s) the need for any formal vote, meeting, or notice of meeting in connection with the action described in the foregoing resolutions, pursuant to Section 607.0704 of the Florida Business Corporation Act. This Written Consent may be executed in any number of counterparts, all of which shall constitute but one document.

IN WITNESS WHEREOF, the undersigned Shareholder(s) of the Corporation have executed this Written Consent and consented to the action described in the foregoing resolutions as of the date set forth above.



Michael F. Lesser

Audit No. ((H04000055490 3)))

UNANIMOUS WRITTEN CONSENT OF DIRECTORS OF

GIFIC ACQUISITION CORP

**Pursuant to Section 607.0821 of
the Florida Business Corporation Act**

THE UNDERSIGNED, constituting all of the members of the Board of Directors of GIFIC ACQUISITION CORP., a Florida corporation (the "Corporation") hereby consent, pursuant to Section 607.0821 of the Florida Business Corporation Act to the adoption of the following resolutions as of the 11th day of March, 2004 and instruct the Secretary of the Corporation to enter this Unanimous Written Consent in the minutes of the proceedings of the Board of Directors:

1. RESOLVED: that certain Articles of Merger of THE GIFIC CORPORATION and GIFIC ACQUISITION CORP. (the "Articles") and that certain Plan of Merger (the "Plan") attached hereto and incorporated herein by reference be, and the same hereby are, authorized, adopted and approved with such modifications, changes, alterations, or amendments as the officers of the Corporation specified below executing the same, shall approve, the execution thereof by such officers with any such modifications, changes, alterations, or amendments to constitute conclusive evidence of such approval.

2. RESOLVED: That Michael F. Lesser hereby is authorized and directed to execute and deliver the Articles and the Plan, in the name and behalf of the Corporation, the with such modifications, changes, alterations, or amendments to the as the officer(s) of the Corporation executing the same, shall approve, the execution thereof by such officer(s) with any such modifications, changes, alterations, or amendments to constitute conclusive evidence of such approval.

3. RESOLVED: That each and every resolution which is advisable or required to be adopted to carry out the purpose and intent of the foregoing resolution shall be deemed to be, and the same hereby is, adopted and approved as if fully rewritten herein, provided that a copy of such resolution is attached hereto.

4. RESOLVED: That Michael F. Lesser hereby is, authorized and directed, in the name and on behalf of the Corporation, to make all such arrangements, to do and perform, or to cause to be done and performed, all such acts and things, and to make, execute, and deliver all such certificates and documents as he may consider necessary, advisable, or appropriate to enable the Corporation to fully effectuate or carry out the intent and to accomplish the purposes of the foregoing resolutions.

5. RESOLVED: That all actions heretofore taken by each and every officer of the Corporation in connection with the transactions described in the foregoing resolutions be, and the same hereby is, ratified, confirmed, and approved in all respects.

Audit No. (((H04000055490 3)))

THE EXECUTION of this Written Consent by the undersigned Board of Directors of the Corporation waives the need for any formal vote, meeting, or notice of meeting in connection with the action described in the foregoing resolutions, pursuant to Section 607.0821 of the Florida Business Corporation Act. This Written Consent may be executed in any number of counterparts, all of which shall constitute but one document.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of the Corporation have executed this Unanimous Written Consent and consented to the action described in the foregoing resolutions as of the date set forth above.

 

Michael F. Lesser, Director

Audit No. (((H04000055490 3)))

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS OF
THE GIFIC CORPORATION**

Pursuant to Section 607.0821 of
the Florida Business Corporation Act

THE UNDERSIGNED, constituting all of the members of the Board of Directors of THE GIFIC CORPORATION, a Florida corporation (the "Corporation") hereby consent, pursuant to Section 607.0821 of the Florida Business Corporation Act to the adoption of the following resolutions as of the 11th day of March, 2004 and instruct the Secretary of the Corporation to enter this Unanimous Written Consent in the minutes of the proceedings of the Board of Directors:

1. RESOLVED: that certain Articles of Merger of THE GIFIC CORPORATION and GIFIC ACQUISITION CORP (the "Articles") and that certain Plan of Merger (the "Plan") attached hereto and incorporated herein by reference be, and the same hereby are, authorized, adopted and approved with such modifications, changes, alterations, or amendments as the officers of the Corporation specified below executing the same, shall approve, the execution thereof by such officers with any such modifications, changes, alterations, or amendments to constitute conclusive evidence of such approval.

2. RESOLVED: That Michael F. Lesser hereby is authorized and directed to execute and deliver the Articles and the Plan, in the name and behalf of the Corporation, the with such modifications, changes, alterations, or amendments to the as the officer(s) of the Corporation executing the same, shall approve, the execution thereof by such officer(s) with any such modifications, changes, alterations, or amendments to constitute conclusive evidence of such approval.

3. RESOLVED: That each and every resolution which is advisable or required to be adopted to carry out the purpose and intent of the foregoing resolution shall be deemed to be, and the same hereby is, adopted and approved as if fully rewritten herein, provided that a copy of such resolution is attached hereto.

4. RESOLVED: That Michael F. Lesser hereby is, authorized and directed, in the name and on behalf of the Corporation, to make all such arrangements, to do and perform, or to cause to be done and performed, all such acts and things, and to make, execute, and deliver all such certificates and documents as he may consider necessary, advisable, or appropriate to enable the Corporation to fully effectuate or carry out the intent and to accomplish the purposes of the foregoing resolutions.

5. RESOLVED: That all actions heretofore taken by each and every officer of the Corporation in connection with the transactions described in the foregoing resolutions be, and the same hereby is, ratified, confirmed, and approved in all respects.

Audit No. (((H04000055490 3)))

THE EXECUTION of this Written Consent by the undersigned Board of Directors of the Corporation waives the need for any formal vote, meeting, or notice of meeting in connection with the action described in the foregoing resolutions, pursuant to Section 607.0821 of the Florida Business Corporation Act. This Written Consent may be executed in any number of counterparts, all of which shall constitute but one document.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of the Corporation have executed this Unanimous Written Consent and consented to the action described in the foregoing resolutions as of the date set forth above.



Michael F. Lesser, Director

Audit No. (((H04000055490 3)))