

L05000117051

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FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(City, State, Zip)

385-6735

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Dedienne Corp
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☒	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

EFFECTIVE DATE
1/1/06

FILED
05 DEC 21 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. DEDIENNE CORP.

DELAWARE

CORPORATION

2112 NW 99TH AVE., SUITE 12

MIAMI, FL 33172

Florida Document/Registration Number: F00000006980

FEI Number: 522274829

2.

Florida Document/Registration Number:

FEI Number:

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DEDIENNE AEROSPACE, LLC.	FLORIDA	LLC
2112 NW 99TH AVE., SUITE 12		
MIAMI, FL 33172		

Florida Document/Registration Number: L05000117051

FEI Number: 203900803(temporary)

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

JANUARY 1, 2006

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signature(s)

Typed or Printed Name of Individual

DEDIENNE CORP.

KAREL VOLOŤ, PRESIDENT

DEDIENNE AEROSPACE, LLC.

KARĚL VOLOT, MGR.

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
DEDIENNE CORP.	DELAWARE

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
DEDIENNE AEROSPACE, LLC.	FLORIDA

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

THE MERGER SHALL BE EFFECTIVE ON JANUARY 1, 2006. THE SURVIVING PARTY SHALL : (1) TAKE OWNERSHIP OF ALL THE ASSETS OF THE MERGED PARTY; ASSUME ALL DEBTS AND LIABILITIES OF THE MERGED PARTY.

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

THE MERGED PARTY HAVING A TOTAL CAPITAL OF 2000 SHARES AND THE SURVIVING PARTY HAVING 2000 UNITS (OF BENEFICIAL OWNERSHIP INTEREST,) EACH SHARE OF THE MERGED PARTY SHALL BE EXCHANGED AND CONVERTED INTO ONE UNIT OF THE SURVIVING PARTY, AND ISSUED IN THE SAME PROPORTIONS TO THE SHAREHOLDERS OF THE MERGED PARTY AS MEMBERS OF THE SURVIVING PARTY

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

THERE ARE NO OUTSTANDING OPTION OR RIGHTS TO ACQUIRE ANY INTEREST(S), SHARES, OBLIGATIONS OR OTHER SECURITIES OF THE MERGED PARTY. ALL CAPITAL SHARES OF THE MERGED PARTY HAVE BEEN ISSUED.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

KAREL VOLOT
2112 NW 99TH AVE., #12
MIAMI, FL, 33172

JEAN-CLAUDE VOLOT
2112 NW 99TH AVE., #12
MIAMI, FL, 33172

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)