

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

180851

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 1-5-00

REF. #: 0512.14106

CORP. NAME: SOKA CORPORATION & ROBERT E. LEE
ENTERPRISES, INC WITH & INTO: M & M
TRADING COMPANY, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 9790 FOR \$ 113.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 700003525147--2
-01/05/01--01035--020
****113.75 ****113.75

COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING
☐ CERTIFICATE OF STATUS

☐ PLAIN STAMPED COPY

Examiner's Initials

*00789, 00561, 00672 1/8/01

FILED
01 JAN -5 AM 11:35
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN 5 AM 10:41
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOKA CORPORATION, a Florida corporation 191804

ROBERT E. LEE ENTERPRISES INC., a Florida corporation 200184

INTO

M & M TRADING COMPANY, INC., a Florida entity, 180851

File date: January 5, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 2001

CCRS
103 N. Meridian Street
Lower Level
Tallahassee, FL 32301

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

SUBJECT: M & M TRADING COMPANY, INC.
Ref. Number: 180851

We have received your document for M & M TRADING COMPANY, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 101A00000768

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

RECEIVED
01 JAN - 8 PM 4:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
01 JAN -5 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

SOKA CORPORATION, a Florida corporation

and

ROBERT E. LEE ENTERPRISES, INC., a Florida corporation

with and into

M & M TRADING COMPANY, INC., a Florida corporation

Pursuant to Section 607.1109 of the Florida Business Corporation Law ("BCA"), these Articles of Merger for Soka Corporation, a Florida corporation ("Soka"), and Robert E. Lee Enterprises, Inc., a Florida corporation ("Lee"), each of which is a terminating entity, are being duly executed and filed by Joan Grady Fitchett, as President of M & M Trading Company, Inc., a Florida corporation and the surviving entity ("M&M"), which hereby certifies as follows:

FIRST: The Agreement and Plan of Merger, setting forth the terms pursuant to which each terminating entity shall be merged with and into the surviving entity, is attached hereto as Exhibit A.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the shareholders of Soka. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the shareholders of Lee. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the shareholders of M&M. Soka, Lee and M&M are all of the constituent entities of the Merger, in accordance with the requirements of Section 607.1101 of the BCA. The date of adoption shall be December 29, 2000.

THIRD: This effective date of the merger described in the Agreement and Plan of Merger shall be the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, M & M Trading Company, Inc. has caused these Articles of Merger to be duly executed this 29th day of December, 2000.

M & M TRADING COMPANY, INC.

By: Joan Grady Fitchett
Name: Joan Grady Fitchett
Title: President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of December 29, 2000, by and among Soka Corporation, a corporation organized under the laws of the State of Florida ("Soka" or a "Constituent Corporation"), Robert E. Lee Enterprises, Inc., a corporation organized under the laws of the State of Florida ("Lee" or a "Constituent Corporation") and M & M Trading Company, Inc., a corporation organized under the laws of the State of Florida (the "Company").

WITNESSETH:

WHEREAS, the Company desires to acquire all of the properties and other assets, and to assume all of the liabilities and obligations, of each Constituent Corporation by means of a merger (the "Merger") of each Constituent Corporation with and into the Company, with the Company to be the surviving entity after the consummation of the Merger;

WHEREAS, the stockholders and directors of each Constituent Corporation and the stockholders and directors of the Company have approved the Merger, in each case by unanimous written consent; and

WHEREAS, Section 607.1101 of the Florida Business Corporation Act ("BCA") authorizes the merger of any Florida business corporation with and into any other Florida business corporation.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual agreements herein contained, it is hereby agreed that each Constituent Corporation shall be merged with and into the Company, with the Company to be the surviving corporation, pursuant to the provisions of the BCA and in accordance with the following terms and conditions:

1. Each of Soka and Lee shall, pursuant to the provisions of the BCA, be merged with and into the Company, which shall be the surviving corporation on the Effective Date (as defined below) and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the BCA. The effective date (the "Effective Date") of the Merger shall be the date of filing of articles of merger ("Articles of Merger") with the Florida Secretary of State in the form attached hereto as Exhibit A, with such changes therein as shall be authorized pursuant to Sections 10 and 11 hereof. The separate existence of each of Soka and Lee, each of which is sometimes hereinafter referred to as a "terminating corporation", shall cease upon the Effective Date of the Merger in accordance with the provisions of the BCA.

2. The purposes of the surviving corporation shall be those contained in the Certificate of Incorporation of said surviving corporation in the form attached hereto as Exhibit B (the "Certificate of Incorporation").

3. Each Constituent Corporation hereby represents, as and for itself, that (i) immediately prior to the Effective Date, the Constituent Corporation had one hundred (100) shares of common stock, \$100 par value per share, authorized, issued and outstanding and (ii) there are no outstanding warrants or options to purchase, or outstanding securities convertible into or exchangeable for, shares of capital stock of the Constituent Corporation.

4. The Company hereby represents that immediately prior to the Effective Date the Company had one hundred (100) shares of Common Stock, no par value (the "Common Stock"), authorized, issued and outstanding.

5. The shares of common stock of each of the Constituent Corporations and the Common Stock of the Company are owned by the same stockholders in the same relative percentages, as set forth on Exhibit C hereto. Therefore, each issued and outstanding share of common stock of each terminating corporation shall, on the Effective Date of the Merger, be cancelled. The Merger shall have no effect upon the issued and outstanding shares of Common Stock of the surviving corporation. No cash, property, rights or securities shall be distributed or received in exchange for shares of common stock of the terminating corporations. All certificates representing shares of common stock of the terminating corporations shall be surrendered to the proper officers of the surviving corporation on the Effective Date.

6. The Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the surviving corporation.

7. The present Bylaws of the Company (the "Bylaws") shall be the Bylaws of the surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the BCA.

8. The persons constituting the members of the Board of Directors of the Company shall constitute the initial Board of Directors of the surviving corporation, and the persons holding the offices of President and Secretary of the Company on the Effective Date shall be the initial officers of the surviving corporation and shall have the same titles, and such persons shall hold their 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; and each person holding any other office of the surviving corporation on the Effective Date shall continue to hold his or her office in like manner.

9. This Agreement is simultaneously herewith being approved by the unanimous written consent of the stockholders and directors of the terminating corporations in the manner prescribed by the laws of the State of Florida, and by the unanimous written consent of the stockholders and directors of the surviving corporation in the manner prescribed by the laws of the State of Florida.

10. The terminating corporations and the surviving corporation do hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts within said State and elsewhere to effectuate the Merger herein provided for.

11. Each member of the board of directors and each officer of the terminating corporations and the surviving corporation, respectively, each acting individually, is hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to effectuate the Merger and to carry out or put into effect any of the provisions of this Agreement.

12. On the Effective Date, each Constituent Corporation shall cease to exist separately and shall be merged with and into the Company, in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the BCA. On the Effective Date, the surviving corporation shall possess all the rights, privileges, immunities, powers, franchises, and trust and fiduciary duties, powers, rights and obligations, of a public as well as a private nature, and be subject to all the restrictions, obligations, and duties of each of the terminating corporations; and all property, real, personal, and mixed, all debts due to each of the terminating corporations on whatever account and all choses in action belonging to the terminating corporations, shall be vested in the surviving corporation without further act or deed; and all property, rights, privileges, powers, and franchises and all and every other interest of each of the terminating corporations shall be thereafter vested in the surviving corporation without any further act or deed; and the title to any real estate, or any interest in real estate vested by deed or otherwise in each of the terminating corporations shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the surviving corporation.

13. All rights of creditors and all liens upon the property of the terminating corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the terminating corporations shall on the Effective Date attach to and become the debts, liabilities and duties of the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the surviving corporation.

14. On the Effective Date, without any further act or deed, the assets, liabilities, reserves and accounts of each of the terminating corporations shall be taken up on the books of the surviving corporation at the amounts at which they, respectively, shall then be carried on the books of the terminating corporations, subject to such adjustments, or eliminations of intercompany items, as may be appropriate in giving effect to the Merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is signed by and on behalf of each of the terminating corporations and of the surviving corporation as of the date hereinabove set forth.

SOKA CORPORATION

By: Joan Grady Fitchett
Name: Joan Grady Fitchett
Title: President

ROBERT E. LEE ENTERPRISES, INC.

By: Joan Grady Fitchett
Name: Joan Grady Fitchett
Title: President

M & M TRADING COMPANY, INC.

By: Joan Grady Fitchett
Name: Joan Grady Fitchett
Title: President

EXHIBIT A

ARTICLES OF MERGER

of

SOKA CORPORATION, a Florida corporation

and

ROBERT E. LEE ENTERPRISES, INC., a Florida corporation

with and into

M & M TRADING COMPANY, INC., a Florida corporation

Pursuant to Section 607.1109 of the Florida Business Corporation Law ("BCA"), these Articles of Merger for Soka Corporation, a Florida corporation ("Soka"), and Robert E. Lee Enterprises, Inc., a Florida corporation ("Lee"), each of which is a terminating entity, are being duly executed and filed by Joan Grady Fitchett, as President of M & M Trading Company, Inc., a Florida corporation and the surviving entity ("M&M"), which hereby certifies as follows:

FIRST: The Agreement and Plan of Merger, setting forth the terms pursuant to which each terminating entity shall be merged with and into the surviving entity, is attached hereto as Exhibit A.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the shareholders of Soka. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the shareholders of Lee. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the shareholders of M&M. Soka, Lee and M&M are all of the constituent entities of the Merger, in accordance with the requirements of Section 607.1101 of the BCA.

THIRD: This effective date of the merger described in the Agreement and Plan of Merger shall be the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, M & M Trading Company, Inc. has caused these Articles of Merger to be duly executed this ____ day of December, 2000.

M & M TRADING COMPANY, INC.

By: _____
Name: Joan Grady Fitchett
Title: President

EXHIBIT B

CERTIFICATE OF INCORPORATION OF M & M TRADING COMPANY, INC.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of M & M TRADING COMPANY, INC., a corporation organized under the laws of the State of Florida, filed on October 1, 1954, as shown by the records of this office.

The document number of this corporation is 180851.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Ninth day of June, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

CERTIFICATE OF INCORPORATION

of

M & M TRADING COMPANY

APPROVED AND FILED

RECEIVED
1964 OCT -1 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities for corporations of profit, under the following Certificate of Incorporation:

I.

The name of the corporation shall be:

M & M TRADING COMPANY.

II.

The purposes for which it is to be formed are as follows:

a) To introduce, erect, provide, maintain, operate, lease, purchase, acquire, hold, enjoy and dispose of by sale, lease or otherwise, in any town, city or borough, and generally deal in real estate properties, improved or unimproved, and any rights or interests therein.

b) To carry on, buy, hold and sell real estate and personal property; to act as the general or special agent of any other person, firm or corporation; to purchase, hold and sell stock in other corporations; to form co-partnerships with other corporations or persons; to erect buildings of any kind and to hold, lease and sell the same; to engage in any other lawful business which a corporation may be permitted to engage in under the laws of the State of Florida; the powers of the corporation not being limited by the general nature of the business to be transacted, as herein specified.

III.

The amount of capital stock of this corporation shall be divided into one hundred (100) shares of no par value, and shall be paid for in lawful money of the United States of America, or in property, labor or services, the just valuation thereof being fixed by the incorporators, or by the directors of the corporation at a meeting called for such purpose, which said stock so issued shall be fully paid and non-assessable.

IV.

The principal place of business of said corporation shall be in Miami Beach, Dade County, Florida, with the privilege of having offices at other places, either within or without the State of Florida. Arthur J. Kline, of 605 Lincoln Road, Miami Beach, Florida, is hereby designated as the resident agent of the corporation, as required by the laws of Florida.

V.

The amount of capital with which this corporation shall commence business is Five hundred (\$500.00) Dollars.

VI.

The names and post office addresses of the first Board of Directors of this corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

ARTHUR J. KLINE	605 Lincoln Road	Miami Beach, Fla.
BEVERLY SEIDEL	605 Lincoln Road	Miami Beach, Fla.
MARVIN T. LEWIS	605 Lincoln Road	Miami Beach, Fla.

VII.

The number of directors of this corporation shall be not less than three (3) nor more than nine (9).

VIII.

The names and post office addresses of all subscribers, and the number of shares of stock which each agrees to take, are:

ARTHUR J. KLINE President	2	605 Lincoln Road	Miami Beach, Fla.
BEVERLY SEIDEL Secretary	2	605 Lincoln Road	Miami Beach, Fla.
MARVIN W. LEWIS Treasurer	2	605 Lincoln Road	Miami Beach, Fla.

the proceeds of which will amount to at least \$500.00.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to the foregoing Articles of Incorporation, this 29th day of September, 1954.

Witness:

<u>Molly L. Schuchman</u>	<u>Arthur J. Kline</u> (LS)
<u>Augusta Rosenberg</u>	<u>Beverly Seidel</u> (LS)
	<u>Marvin W. Lewis</u> (LS)

STATE OF FLORIDA)
 : SS.:
COUNTY OF DADE)

I HEREBY CERTIFY that on this 29th day of September, 1954, before me personally appeared ARTHUR J. KLINE, BEVERLY SEIDEL and MARVIN W. LEWIS, to me well known and known to me to be the persons described in and who severally executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same as their free act and deed for the uses and purposes therein set forth.

Molly L. Schuchman
Notary Public in and for the State of Florida, Dec. 26, 1954.

EXHIBIT C

STOCKHOLDERS AND PERCENTAGE OWNERSHIP

Soka Corporation

Armen Petrossian	19.05 %
Anahide Papazian	14.29 %
Karen Petrossian	19.05 %
Christian Petrossian	14.29 %
Helene Petrossian	19.05 %
Eliane Emirzian	7.14 %
Marian Emirzian	7.14 %

Robert E. Lee Enterprises, Inc.

Armen Petrossian	19.05 %
Anahide Papazian	14.29 %
Karen Petrossian	19.05 %
Christian Petrossian	14.29 %
Helene Petrossian	19.05 %
Eliane Emirzian	7.14 %
Marian Emirzian	7.14 %

M & M Trading Company, Inc.

Armen Petrossian	19.05 %
Anahide Papazian	14.29 %
Karen Petrossian	19.05 %
Christian Petrossian	14.29 %
Helene Petrossian	19.05 %
Eliane Emirzian	7.14 %
Marian Emirzian	7.14 %