

449181

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APR 20 2016

C LEWIS

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April 14, 2016

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Miami Wall Systems, Inc.
Document No. 449181

To Whom It May Concern:

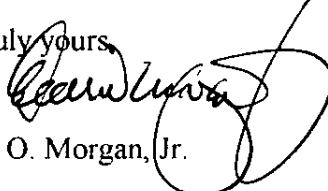
The enclosed Articles of Merger are submitted for filing. Also enclosed please find check in the amount of \$70.00 for filing fee.

Please return all correspondence concerning this matter to the following:

Charles O. Morgan, Esq.
Charles O. Morgan, Jr., PA
2121 Ponce de Leon Blvd, Suite 900
Coral Gables, FL 33134
cmorgan@cmorganlaw.net

Annual report notifications should be sent to Keith Johnson at kjpotyx2@gmail.com.

Very truly yours,


Charles O. Morgan, Jr.

COM:nc
Enclosures: as stated

ARTICLES OF MERGER
(Profit Corporations)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

ARTICLE ONE
SURVIVING CORPORATION

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MIAMI WALL SYSTEMS, INC.	Florida	449181

ARTICLE TWO
MERGING CORPORATION

The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
LARRY JOHNSON, INC.	Florida	M28092

ARTICLE THREE
PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE FOUR
EFFECTIVE DATE

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE FIVE
ADOPTION OF MERGER BY SURVIVING CORPORATION

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 1, 2016.

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ARTICLE SIX
ADOPTION OF MERGER BY MERGING CORPORATION

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The Plan of Merger was adopted by the shareholders of the merging corporation on April 1, 2016.

These Articles of Merger are executed this 1st day of April, 2016, by the parties hereto.

Merging Corporation:
LARRY JOHNSON, INC.

By: 
LARRY JOHNSON, President

Surviving Corporation:
MIAMI WALL SYSTEMS, INC.

By: 
KEITH JOHNSON, President

PLAN OF MERGER
(Merger of parent corporation)

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The following Plan of Merger is submitted in compliance with §607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

WHEREAS, the Board of Directors of each corporation believe it to be in the best interest of its respective corporation that the merger take place.

ARTICLE FIRST
PARENT CORPORATION

The name and jurisdiction of the parent corporation owning at least 80% of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
LARRY JOHNSON, INC.	Florida	M28092

ARTICLE SECOND
SUBSIDIARY CORPORATION

The name and jurisdiction of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MIAMI WALL SYSTEMS, INC.	Florida	449181

ARTICLE THREE
TERMS AND CONDITIONS OF MERGER

The parent corporation, LARRY JOHNSON, INC. a Florida corporation, will merge into its subsidiary, MIAMI WALL SYSTEMS, INC., a Florida corporation. MIAMI WALL SYSTEMS, INC. will be the surviving corporation and LARRY JOHNSON, INC. will cease to exist.

ARTICLE FOUR
ARTICLES OF INCORPORATION

The Articles of Incorporation of MIAMI WALL SYSTEMS, INC., as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of

Incorporation of MIAMI WALL SYSTEMS, INC. and shall not be changed or amended by the Merger.

ARTICLE FIVE SHARE EXCHANGE

The manner and basis of converting the shares of the merging corporation (parent corporation) into shares of the surviving corporation (subsidiary corporation) are as follows:

(a) Every ten (10) shares of the issued and outstanding common stock (500 shares with par value) of LARRY JOHNSON, INC. shall be converted into one (1) share of common stock (50 shares without par value) of MIAMI WALL SYSTEMS, INC.

(b) Upon the surrender of certificates representing ten (10) shares of stock of LARRY JOHNSON, INC. by the holders thereof, a certificate for one (1) share of MIAMI WALL SYSTEMS, INC. stock shall be issued in exchange by LARRY JOHNSON, INC.

ARTICLE SIX DIRECTORS

LARRY JOHNSON, ANITA JOHNSON, and KEITH JOHNSON, being all of the Directors of MIAMI WALL SYSTEMS, INC., subsidiary corporation ("Subsidiary Corporation") as of the effective date of the Merger, shall continue in office until the next Annual Meeting of the Stockholders of MIAMI WALL SYSTEMS, INC.

ARTICLE SEVEN OFFICERS

The following officers of MIAMI WALL SYSTEMS, INC., Subsidiary Corporation, immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of MIAMI WALL SYSTEMS, INC.:

KEITH JOHNSON	President
LARRY JOHNSON	Vice President
KEITH JOHNSON	Secretary/Treasurer
ANITA JOHNSON	Assistant Secretary/Assistant Treasurer

ARTICLE EIGHT
BYLAWS

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The Bylaws of MIAMI WALL SYSTEMS, INC, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of MIAMI WALL SYSTEMS, INC. until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

ARTICLE NINE
TRANSFER OF ASSETS

(a) On the effective date of the Merger, the separate existence of LARRY JOHNSON, INC., a Florida corporation, shall cease, and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon MIAMI WALL SYSTEMS, INC., a Florida corporation, the surviving corporation, without further act or deed.

(b) Confirmatory deeds, assignments or other like instruments, when deemed desirable by MIAMI WALL SYSTEMS, INC. to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of LARRY JOHNSON, INC. by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

ARTICLE TEN
EFFECTIVE DATE

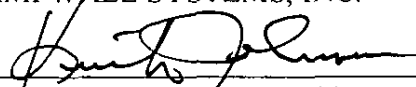
The effective date of the Merger shall be the date when these Articles and Plan of Merger are accepted for record by the Secretary of State for the State of Florida.

This Plan of Merger is executed this 1st day of April, 2016, by the parties hereto.

Merging Corporation:
LARRY JOHNSON, INC.

By: 
LAWRENCE JOHNSON, President

Surviving Corporation:
MIAMI WALL SYSTEMS, INC.

By: 
KEITH JOHNSON, President