

H68279

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

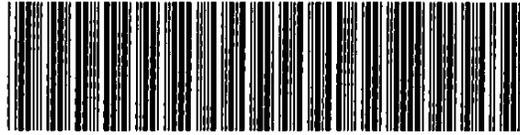
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700113228267

12/20/07--01030--005 **78.75

FILED
07 DEC 20 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merge

SR

12/24

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bobb's Pianos & Organs of West Palm Beach, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Peter S. Van Keuren
(Contact Person)

Hicks, Brams, Motto & Ehrlich, P.A.
(Firm/Company)

1645 Palm Beach Lakes Blvd., Ste. 1050
(Address)

West Palm Beach, FL 33401
(City/State and Zip Code)

For further information concerning this matter, please call:

Peter S. Van Keuren At (561) 683-2300
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Bobb's Pianos & Organs of West Palm Beach, Inc.</u>	<u>Florida</u>	<u>468279</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>M & M Piano Ventures, Inc.</u>	<u>Florida</u>	<u>P07000035183</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
 07 DEC 20 AM 9:38
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the surviving corporation on December 19, 2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 19, 2007.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

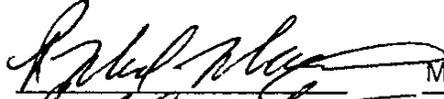
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

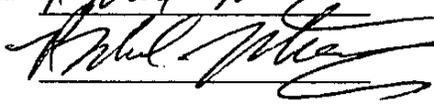
Typed or Printed Name of Individual & Title

Bobb's Piano and Organs of West Palm Beach, Inc.



Michael Messingschlager, Director

M & M Piano Ventures, Inc.



Michael Messingschlager, Director

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Bobb's Pianos and Organs of West Palm Beach, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>M & M Piano Ventures, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>

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

The surviving corporation, Bobb's Pianos and Organs of West Palm Beach, Inc., shall assume ownership of all assets of M & M Piano Ventures, Inc.

The surviving corporation, Bobb's Pianos and Organs of West Palm Beach, Inc., shall assume all obligations, debts, liabilities and responsibilities of M & M Piano Ventures, Inc.

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

All outstanding shares of M & M Piano Ventures, Inc. are currently owned by a single shareholder. That same single shareholder is also the sole shareholder of Bobb's Pianos and Organs of West Palm Beach, Inc. Accordingly, the shareholder of M & M Piano Ventures, Inc. has agreed to surrender his shares in M & M Piano Ventures, Inc. to Bobb's Pianos and Organs of West Palm Beach, Inc. in exchange for a single additional share in Bobb's Pianos and Organs of West Palm Beach, Inc.

(Attach additional sheets if necessary)