

Division of Corporations

Page 1 of 1

476764

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : FOWLER, WHITE, BURNETT, ET AL
Account Number : 071250001512
Phone : (305) 789-9200
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MERGER OR SHARE EXCHANGE

FERAZZOLI IMPORTS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

RECEIVED
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TALLAHASSEE, FLORIDA6/27/04
Merge
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CLERK OF THE STATE
TALLAHASSEE, FLORIDAARTICLES OF MERGER

The following articles of merger are submitted in accordance with sections 607.1105, Florida Statutes.

First: The name, street address of its principal office, and jurisdiction for each merging entity is as follows:

Name	Ferazzoli Construction Corp.
Address	111 SE 29th Avenue, Boynton Beach, FL 33435
Jurisdiction	Florida
Florida Document/Registration Number	H08910
FBI Number	59-2457307

Second: The name, street address of its principal office, and jurisdiction for each surviving entity is as follows:

Name	Ferazzoli Imports, Inc.
Address	2110 N. Andrews Ave., Ext., Pompano Beach, FL 33069
Jurisdiction	Florida
Florida Document/Registration Number	476764
FBI Number	59-1604971

Third: The Plan of Merger is attached.

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

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Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on June 23, 2004.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on June 23, 2004.

MERGING ENTITY:

FERAZZOLI CONSTRUCTION, CORP., a
Florida corporation

By: Antonio Ferazzoli
Antonio Ferazzoli, President

SURVIVING ENTITY:

FERAZZOLI IMPORTS, INC., a Florida
corporation

By: Antonio Ferazzoli
Antonio Ferazzoli, President

Attest: Maria Ferazzoli
Maria Ferazzoli, Secretary

Attest: Maria Ferazzoli
Maria Ferazzoli, Secretary

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PLAN OF MERGER

The following Plan of Merger ("Plan") which was adopted and approved by each party to the merger in accordance with section 607.1101, Florida Statutes.

First: The name and jurisdiction for each merging entity is as follows:

Name	Ferazzoli Construction, Corp.
Jurisdiction	Florida

Second: The name and jurisdiction for each surviving entity is as follows:

Name	Ferazzoli Imports, Inc.
Jurisdiction	Florida

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

Ferazzoli Imports, Inc. ("Surviving Entity") was duly formed in the State of Florida on May 20, 1975, and has 215,500 shares of \$1.00 par value voting common stock, and such shares are duly issued and outstanding, and owned as follows:

FERAZZOLI IMPORTS COMMON STOCK		
Shareholder	Percentage	Number of Shares
Antonio Ferazzoli	50 %	107,750
Loreto Ferazzoli	50 %	107,750

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Perazzoli Construction, Corp. ("Merging Entity") was duly incorporated in the State of Florida on June 21, 1984, and has 200 shares of \$1.00 par value voting common stock, and such shares are duly issued and outstanding, and owned as follows:

PERAZZOLI CONSTRUCTION COMMON STOCK		
Shareholder	Percentage	Number of Shares
Antonio Perazzoli	50 %	100
Loreto Perazzoli	50 %	100

The shareholders of Merging Entity and the shareholders of Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted resolutions on June 23, 2004, which provide that pursuant to the applicable provisions of the Florida Business Corporation Act, Merging Entity shall be merged with and into Surviving Entity in order to combine the assets and businesses of the parties for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders, and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

In consideration of the mutual promises and agreements herein contained, the parties have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.
2. **AGREEMENT TO MERGE.** The parties hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving

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Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

3. **NAME OF SURVIVING ENTITY.** The name of the Surviving Entity shall become: **PERAZZOLI IMPORTS, INC.**

4. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of the Surviving Entity in effect on the Effective Date shall be the Articles of Incorporation of said Surviving Entity and shall continue in full force and effect.

5. **SHAREHOLDER'S AGREEMENT.** The Shareholder's Agreement, if any, of the Surviving Entity in effect on the Effective Date of the merger will be the Shareholder's Agreement of said Surviving Entity and will continue in full force and effect.

6. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Entity into membership interests of the Surviving Entity, shall be as follows:

All shareholders of Merging Entity shall be shareholders of Surviving Entity. Upon the Effective Date of the merger, each shareholder of the Merging Entity shall surrender his or her stock certificate or certificates to the Surviving Entity and such certificate or certificates shall be canceled. The membership interests of Surviving Entity shall continue to be held as follows:

PERAZZOLI IMPORTS COMMON STOCK		
Shareholder	Percentage	Number of Shares
Antonio Perazzoli	50 %	107,750
Loreto Perazzoli	50 %	107,750

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7. **ADOPTION OF PLAN.** Pursuant to Florida Statutes sections 607.1101 and 607.1103, the merger has been approved by all of the shareholders and directors of the Merging Entity and the Surviving Entity.

8. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act, the Merging Entity and the Surviving Entity hereby stipulate 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 therein and elsewhere to effectuate the merger.

9. **AUTHORIZATION OF OFFICERS.** The proper officers of the Merging Entity and the Surviving Entity, are 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 carry out or put into effect any of the provisions of this Plan.

10. **EFFECTIVE DATE.** This Plan shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date"). Neither of the parties shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the parties may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

11. **RIGHT TO ABANDON MERGER.** The shareholders of the Merging Entity and the Surviving Entity, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

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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:

The shareholders of the merging corporation are identical to the shareholders of the surviving corporation. Each shareholder owns a 50% interest in each corporation. The shareholders will not receive additional shares in the surviving corporation as a result of the merger, and they will each continue to hold a fifty percent (50%) interest in the surviving corporation both prior to, and subsequent to, the merger.

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IN WITNESS WHEREOF, the parties have caused their respective corporate names to be signed
hereto, by their authorized officers and members.

MERGING ENTITY:

FERAZZOLI CONSTRUCTION, CORP., a
Florida corporation

By: Antonio Ferazzoli

Antonio Ferazzoli, President

Attest: Mara Ferazzoli

Mara Ferazzoli, Secretary

SURVIVING ENTITY:

FERAZZOLI IMPORTS, INC., a Florida
corporation

By: Antonio Ferazzoli

Antonio Ferazzoli, President

Attest: Mara Ferazzoli

Mara Ferazzoli, Secretary

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