

623482

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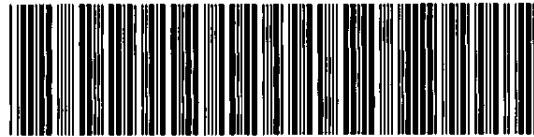
(Business Entity Name)

(Document Number)

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DEC 18 2009

EXAMINER

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DIVISION OF CORPORATIONS
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CORPORATION SERVICE COMPANY

EFFECTIVE DATE 12/31/09

ACCOUNT NO. : I20000000195

REFERENCE : 224357 134758A

AUTHORIZATION :

[Signature]

COST LIMIT : \$ ~~56.75~~

FILED
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DIVISION OF CORPORATIONS
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ORDER DATE : December 18, 2009

ORDER TIME : 10:35 AM

ORDER NO. : 224357-005

CUSTOMER NO: 134758A

78.75

ARTICLES OF MERGER

JML 47, LLC

INTO

4126 INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 12/31/09

FILED STATE
SECRETARY OF CORPORATIONS
09 DEC 18 PM 3:19

ARTICLES OF MERGER

OF

**JML 47, LLC, a Florida limited liability company,
(Document No. L06000017388)**

INTO

**4126 INC., a Florida corporation.
(Document No. 623482)**

The following Articles of Merger are submitted to merge JML 47, LLC, a Florida limited liability company, into 4126 Inc., a Florida corporation, all in accordance with Sections 607.1109, Florida Statutes:

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
4126 Inc.	Florida	for profit corporation
JML 47, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party to this merger is: 4126 Inc., a Florida for profit corporation and 4126 Inc. will continue to be governed by and organized under the laws of the State of Florida.


THIRD: The attached Plan of Merger was approved by each domestic corporation and each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

FOURTH: The effective date for this merger is December 31, 2009.

MO 

Respectfully submitted on this 15 day of December, 2009.

ATTEST:

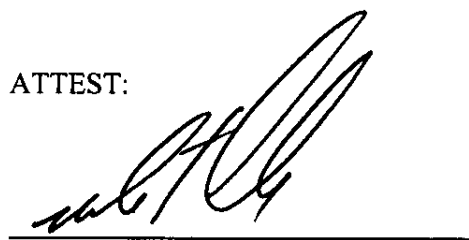

Linda Danielle, Secretary

4126 Inc.,
a Florida corporation

By: 

Joseph Danielle, President

ATTEST:


Michael Danielle, Member
merger.articles.cocomar.sherwood

JML 47, LLC,
a Florida limited liability company, by its managing
member, Jo Lin LLC, a Florida limited liability
company

By: 

Joseph Danielle, Manager

MD 

PLAN OF MERGER

4126 INC., a Florida for profit corporation, and JML 47, LLC, a Florida limited liability company, enter into this Plan of Merger on this 15 day of December, 2009.

BACKGROUND

4126 Inc. is a Florida for profit corporation currently in existence and good standing. JML 47, LLC is a Florida limited liability company currently in existence and in good standing. The parties to this Agreement believe it makes economic sense to have JML 47, LLC ("JML") merge into 4126 Inc. ("4126"), with 4126 being the surviving entity in the merger. In particular, the parties to this Agreement desire to accomplish the following business purposes through the merger, which list is not all inclusive: (i) simplifying the maintenance of business records; (ii) consolidating bookkeeping, accounting and tax functions; (iii) simplifying the filing of tax returns, registrations and other filings with the proper authorities; (iv) eliminating duplicate work and expenses in administration and accounting; and (v) eliminating the need for multiple bank accounts. Cost savings to be accomplished by reason of the merger include but are not limited to (vi) elimination of the annual report fee charged by the State of Florida with respect to JML; (vii) elimination of accounting fees currently paid by JML; (viii) elimination of bank charges chargeable with respect to the bank account maintained by JML; (ix) accounting fees and bookkeeping costs with respect to JML; and (x) sales tax currently paid by 4126 on land it leases from JML.

TERMS

For the reasons described above and in consideration of the covenants herein contained, the parties agree to this Plan of Merger as follows:

1. **Merger.** In accordance with the laws and applicable provisions of the laws of the State of

MD A

Florida, JML will merge into and become a part of 4126, with 4126 being the surviving entity. Upon the effective date of the merger, the separate corporate existence of JML will cease. The effective date for the transaction contemplated hereunder will be December 31, 2009.

2. Changes to Articles of Incorporation. This merger will not result in a change to the Articles of Incorporation of 4126.

3. Changes to By-Laws. This merger will not result in a change to the By-Laws of 4126 and until the next annual meeting of the stockholders of 4126, or if later, until their successors are duly elected, Joseph Danielle and Linda Danielle will continue to be the existing directors of 4126. Until the next annual meeting of the directors of 4126, or, if later, until new officers are appointed, Joseph Danielle will continue to serve as the president of 4126, Linda Danielle will continue to serve as the secretary of 4126, and Michael Danielle will continue to serve as the treasurer of 4126.

4. Rights, Privileges, and Immunities. As of the effective date of the merger, 4126 will succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of JML; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to JML will be deemed to be transferred to and vested in 4126 without further act or deed, and the title to any property or any interest therein, vested in 4126 will not revert to or be in any way impaired by reason of the merger.

4126 will be responsible and liable for all the liabilities and obligations of JML; and any claims existing by or against JML may be prosecuted to judgement as if the merger had not occurred, or 4126 may be substituted in the place of JML. The rights of any creditors of JML will not be

impaired by this merger. 4126 will execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of JML.

5. **Share Conversion.** No new share certificates will be issued as a result of this merger and Joseph Danielle will continue to own 31 shares of the issued and outstanding common stock of 4126 and Michael Danielle will continue to own 6.5 of the issued and outstanding common stock of 4126, subject to the possibility of 4126 offering to sell additional shares to Michael.

6. **Further Assurances.** If at any time 4126 shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in 4126 the title to any property or rights of JML or to otherwise carry out the provisions hereof, the managing member of JML, as of the effective date of the merger, will execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to rest, perfect or confirm title to such property or rights in 4126 and to otherwise carry out the provisions hereof.

7. **Abandonment or Amendment.** At any time prior to the filing of the Articles of Merger with the Florida Department of State, the proposed merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

8. **Approval.** This Agreement has been approved by, and the execution and delivery thereof authorized by, the Board of Directors of 4126. This Agreement has been approved by, and the execution and delivery thereof authorized by all of the members of JML.

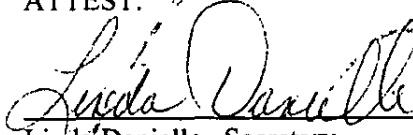
9. **Costs.** If the merger is not consummated, each party hereto will bear its own costs in connection with this Agreement. If the merger is consummated, all costs in connection with this Agreement will be paid by 4126.

10. **Payment of Dissenters.** There are no dissenters and this Agreement has been approved by,

and the execution and delivery thereof authorized by all of the stockholders of 4126 and by all of the members of JML.

11. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the merger of a domestic limited liability company into a domestic for profit corporation including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Agreement and the transactions contemplated hereby.

ATTEST:

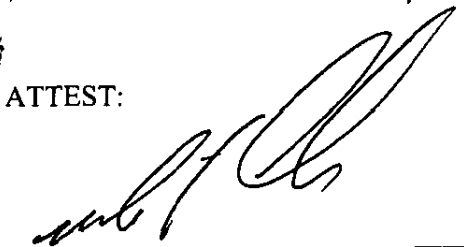

Linda Danielle, Secretary

4126 Inc.,
a Florida corporation

By: 

Joseph Danielle, President

ATTEST:


Michael Danielle, Member

JML 47, LLC,
a Florida limited liability company, by its managing
member, Jo Lin LLC, a Florida limited liability
company

By: 

Joseph Danielle, Manager

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