

634780
Florida Department of State
Division of Corporations
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((H12000105211 3)))

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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

RESUBMIT

Please give original
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**MERGER OR SHARE EXCHANGE
EQUIPSA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
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FILED
12 APR 19 AM 8:12

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Corporate Filing Menu

Help



April 19, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EQUIPSA INC.
2105 NW 102 AVE
MIAMI, FL 33172

SUBJECT: EQUIPSA INC.
REF: 634780

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE FOLLOWING CORPORATE NAMES THROUGHOUT THE MERGER DOCUMENTS TO READ: EQUIPSA INC. and EQUIPSA N.V.O.C.C. INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H12000105211
Letter Number: 112A00012249

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EQUIPSA 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:

Stephen H. Knee, Esq.
Contact Person

Greenbaum, Rowe, Smith & Davis LLP
Firm/Company

75 Livingston Avenue, Suite 301
Address

Roseland, New Jersey 07068
City/State and Zip Code

sknee@greenbaumlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen H. Knee, Esq.
Name of Contact Person

At (973)

577-1760

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>EQUIPSA INC.</u>	<u>FLORIDA</u>	<u>634780</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>EQUIPSA N.V.O.C.C. INC.</u>	<u>FLORIDA</u>	<u>P92000007485</u>
<u>EQUIPSA/SOUTHEAST CARGO</u>		
<u>SERVICES, INC.</u>	<u>FLORIDA</u>	<u>P93000055815</u>

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 April 13, 2012.

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 April 13, 2012.

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)

FILED
12 APR 19 AM 8:12

Name of Corporation

Typed or Printed Name of Individual & Title

Arthur Gelfand, President

Arthur Gelfand, President

Arthur Gelfand, President

CARGO SERVICES, INC.

[illegible]

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into by and between, Equipsa Inc., a Florida corporation, Equipsa N.V.O.C.C. Inc., a Florida corporation, and Equipsa/Southeast Cargo Services, Inc., a Florida corporation.

WITNESSETH:

WHEREAS, EQUIPSA INC., is a corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation having been filed in the Department of State of the State of Florida on September 4, 1979 (the "Surviving Corporation"); and

WHEREAS, EQUIPSA N.V.O.C.C. INC., is a corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation having been filed in the Department of State of the State of Florida on November 25, 1992 (a "Terminating Corporation"); and

WHEREAS, EQUIPSA/SOUTHEAST CARGO SERVICES, INC., is a corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation having been filed in the Department of State of the State of Florida on August 6, 1993 (a "Terminating Corporation"); and

WHEREAS, EQUIPSA N.V.O.C.C. INC., and EQUIPSA/SOUTHEAST CARGO SERVICES, INC., shall be collectively referred to herein as "Terminating Corporations"; and

WHEREAS, it is intended that the Merger, as defined below, qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). For accounting purposes, it is intended that the Merger be treated as a purchase; and

WHEREAS, it has been determined by the board of directors of each of the Surviving Corporation and the Terminating Corporations that it is in the best interests of the Surviving Corporation and the Terminating Corporations to merge the Terminating Corporations with and into the Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act (the "Act"), upon the terms and subject to the conditions set forth herein.

NOW THEREFORE, in consideration of the promises and mutual agreements, provisions, covenants and grants herein contained, the parties agree as follows:

1. The Merger. At the Effective Time (as defined herein), pursuant to the provisions of the Act and the terms and conditions of this Agreement, the Terminating Corporations shall be merged with and into the Surviving Corporation (the "Merger") and the Surviving Corporation shall be the surviving entity in the Merger.

2. Effective Time. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Time").

3. Certificate of Incorporation and By-Laws. At and after the Effective Time, the Certificate of Incorporation and By-Laws of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation and By-Laws of the Surviving Corporation until thereafter amended as provided by law.

4. Directors and Officers. At and after the Effective Time, the directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation until their successors shall have been duly elected or appointed and qualified.

5. Effect of the Merger. The Merger shall have the effect set forth in the Act..

6. Cancellation of Shares of Terminating Corporations. At the Effective Time, by virtue of the Merger and without any action on the part of the Terminating Corporations or the Surviving Corporation:

(i) Each share of stock of the Terminating Corporations held, whether issued or outstanding, or in the treasury of the respective Terminating Corporations immediately prior to the Effective Time shall be canceled and retired and cease to exist; and

(ii) No interest, dividends or other distributions shall be payable upon the surrender of certificates that represented shares of the Terminating Corporations at the Effective Time.

7. Approval of Shareholders. This Agreement shall be submitted to the shareholders of the Terminating Corporations and of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Act.

8. Other Actions. In the event that this Agreement shall have been fully approved and adopted by the shareholders of the Terminating Corporations and the Surviving Corporation in accordance with the provisions of the Act, the Terminating Corporations and the Surviving Corporation agree that they will cause to be executed and filed and 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 the State of Florida, and elsewhere to effectuate the Merger including, without limitation, Articles of Merger.

9. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed in their names as of the 17 day of April 2012.

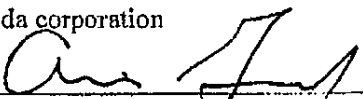
SURVIVING CORPORATION:

EQUIPSA INC.
a Florida corporation

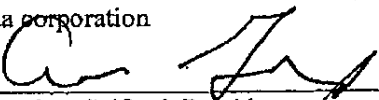
By: 
Arthur Gelfand, President

TERMINATING CORPORATIONS:

EQUIPSA N.V.O.C.C. INC.
a Florida corporation

By: 
Arthur Gelfand, President

EQUIPSA/SOUTHEAST CARGO SERVICES, INC.
a Florida corporation

By: 
Arthur Gelfand, President