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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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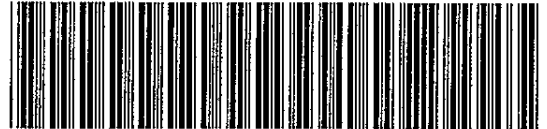
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-7

SALTER MCGOWAN SYLVIA & LEONARD INCORPORATED

ATTORNEYS AT LAW

DIANE PEDERZANI  
dpederzani@smsllaw.com

THE HERITAGE BUILDING  
321 SOUTH MAIN STREET  
PROVIDENCE, RI 02903  
TEL (401) 274-0300  
FAX (401) 453-0073

January 31, 2005

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Bijoux DiPanni, Inc ("Bijoux") and  
Provident Capital Mortgage, Inc. ("Provident")

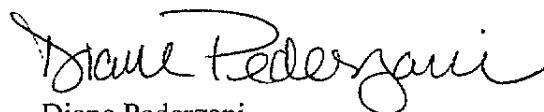
Dear Sir/Madam:

Please find Articles of Merger enclosed for filing concerning the above-referenced entities, along with a check in the amount of \$70 made payable to the Department of State to cover the filing fee.

Upon receipt of our request, please date stamp the enclosed copy of this letter to acknowledge receipt. A return envelope is enclosed for your convenience.

Thank you for your assistance with this matter. Please be sure to contact me or Attorney Mark Iacono, should you have any questions.

Very truly yours,



Diane Pederzani  
Paralegal to Mark Iacono

Enclosures

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Provident Capital Mortgage, Inc.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark Iacono, Esquire

(Name of person)

Salter McGowan Sylvia & Leonard

(Name of firm/company)

321 South Main Street

(Address)

Providence, Rhode Island 02903

(City/state and zip code)

For further information concerning this matter, please call:

Mark Iacono, Esquire

(Name of person)

at ( 401 ) 274-0300  
(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## **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, F.S.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Provident Capital Mortgage, Inc.	Rhode Island	

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Bijoux DiPanni, Inc.	Florida	P96000041468
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 in the future.)

**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 January 31, 2005.

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 January 31, 2005.

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)*

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

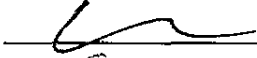
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

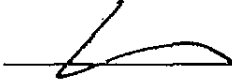
Typed or Printed Name of Individual & Title

Provident Capital Mortgage, Inc.

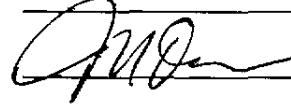


Michael DiPanni, Jr. - President & Treasurer

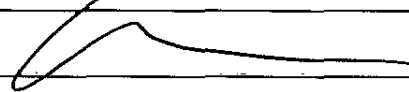
Bijoux DiPanni, Inc.



Michael DiPanni - V. President & Secretary



Michael DiPanni, Jr. - Pres, VP, Treas, Sec



**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

Bijoux DiPanni, Inc.

Florida

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Provident Capital Mortgage, Inc.

Rhode Island

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Parent (merged) corporation currently owned by Michael DiPanni, Jr. with 50 shares and Michael DiPanni with 50 shares will be exchanged for shares in the subsidiary (surviving) corporation on a one-for-one basis -- that is, 50 shares of the subsidiary corporation to Michael DiPanni, Jr. and 50 shares of the subsidiary corporation to Michael DiPanni.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached.

**PLAN OF MERGER**

**THIS PLAN OF MERGER** is made and entered as of the 31st day of January, 2005, by and between **BIJOUX DIPANNI, INC.**, a Florida Corporation (the "Merged Corporation"), and **PROVIDENT CAPITAL MORTGAGE, INC.**, a Rhode Island Corporation (the "Surviving Corporation").

**W I T N E S S E T H:**

WHEREAS, the Surviving Corporation is a corporation organized and existing under the laws of the State of Rhode Island, and the Merged Corporation is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation desires for the Merged Corporation to merge into the Surviving Corporation; and

WHEREAS, the Surviving Corporation is owned by the following shareholder in the following proportions:

**PROVIDENT CAPITAL MORTGAGE, INC.**

BIJOUX DIPANNI, INC.	100 Shares
	<hr/>
	100 Shares

WHEREAS, the Merged Corporation is currently the parent corporation of the Surviving Corporation and shares of the Merged Corporation will be exchanged for shares in the Surviving Corporation such that ownership in the Surviving Corporation will be as follows:



**PROVIDENT CAPITAL MORTGAGE, INC.**

Michael DiPanni, Jr.	50 Shares
Michael DiPanni	<u>50 Shares</u> 100 Shares

WHEREAS, the respective owners of the Merged Corporation and the Surviving Corporation have deemed it advisable that the Merged Corporation be merged into the Surviving Corporation upon the terms and conditions hereinafter set forth, and have adopted and approved this Plan of Merger.

NOW, THEREFORE, it is agreed that, pursuant to the provisions of Section 7-16-59 of the Rhode Island General Laws, as amended, Sections 607.1101 - 607.1107 of the Florida General Laws and subject to the conditions hereinafter set forth, the Merged Corporation shall be merged into the Surviving Corporation. The Surviving Corporation shall be the surviving entity and the terms and conditions of such merger shall be as hereinafter set forth.

1. **EFFECTIVE DATE.** The merger shall become effective upon the filing of the Articles of Merger (the "Effective Date").

2. **MERGER.** As of the Effective Date, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue to exist by virtue of and be governed by the laws of the State of Rhode Island and shall be known by the name "PROVIDENT CAPITAL MORTGAGE, INC.". After the Effective Date, the Surviving

Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of both a public and of a private nature, of the Merged Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in such single Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any such entity shall not revert or be in any way impaired by reason of such merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claims existing or actions or proceeding pending by or against the Merged Corporation may be prosecuted as if such merger had not taken place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such merger.

3.     **BY-LAWS**. The by-laws of the Surviving Corporation, as of the Effective Date, shall continue to be the by-laws of the Surviving Corporation until further amended in accordance with the provisions thereof and applicable law.

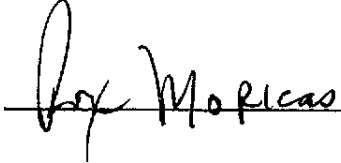
4.     **OFFICERS**. The Officers of the Surviving Corporation immediately prior to the merger shall continue to be the Officers of the Surviving Corporation.

5.     **FURTHER ACTS OR DOINGS**. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or other things are

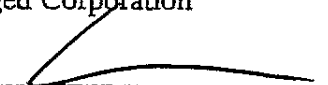
necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Corporation, the title to any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, both the President of the Merged Corporation and the President of the Surviving Corporation are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of the Merged Corporation or otherwise to vest, perfect, or confirm title to such property in the Surviving Corporation, and otherwise carry out the purpose of this Plan of Merger.

IN WITNESS WHEREOF, the parties have hereunto caused this Plan of Merger to be executed on the day and year first above written.

WITNESSED:

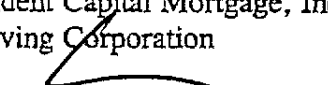
  
\_\_\_\_\_

Bijoux DiPanni, Inc.  
Merged Corporation

By:   
\_\_\_\_\_  
January 28, 2005, President

  
\_\_\_\_\_

Provident Capital Mortgage, Inc.  
Surviving Corporation

By:   
\_\_\_\_\_  
January 28, 2005, President