

**FD5000003784**

**Florida Department of State  
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**MERGER OR SHARE EXCHANGE****SANAKO II, INC.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 28, 2005

CSC

**RESUBMIT**

SUBJECT: SANARO II, INC.  
REF: F05000003784

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

The merging and surviving name under doc #F05000003784 must be listed exactly as it appears on our records. Correct the name throughout the document.

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) 245-6067.

Neysa Culligan  
Document Specialist

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**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Sanako LLC</u> <u>10719 S.W. 104 Street</u> <u>Miami, Florida 33176</u>	<u>FLORIDA</u>	<u>LLC</u>
Florida Document/Registration Number: <u>L99000001065</u>		FEI Number: <u>530904770</u>
2. <u>Sanako II, Inc.</u> <u>301 Fields Lane</u> <u>Brewster, NY 10509</u>	<u>NEW YORK</u>	<u>CORPORATION</u>
Florida Document/Registration Number: <u>F05000001784</u>		FEI Number: <u>55-2478178</u>
3. _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Sanako II, Inc.</u>	<u>NEW YORK</u>	<u>CORPORATION</u>
<u>301 Fields Lane</u>		
<u>Brewster, NY 10809</u>		

Florida Document/Registration Number: F05000093784FEI Number: 56-2479178

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Sanako LLC	FLORIDA

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Sanako II, Inc.	NEW YORK

**THIRD:** The terms and conditions of the merger are as follows:

The participating entities, Sanako, LLC and Sanako, Inc., shall pursuant to the provisions of the laws of the State of Florida and the provisions of the Business Corporation Law of the State of New York, be merged with and into a single corporation, to wit, Sanako, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of the State of New York. The separate existence of Sanako, LLC, which is sometimes hereinafter referred to as the "terminating company", shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of its formation.

*(Attach additional sheet(s) if necessary)*

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**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

**EIGHTH:** Other provisions, if any, relating to the merger:

*(Attach additional sheet(s) if necessary)*

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