

F37963

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

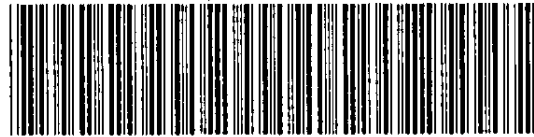
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATIONS  
STATE OF NEW YORK

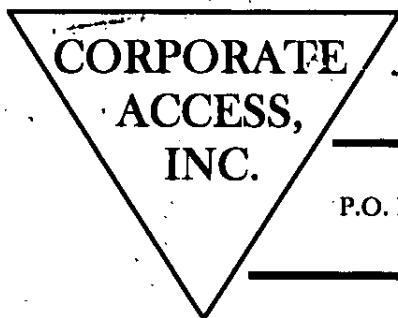
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*Marger*  
C. COULLIETTE

JUN 28 2010

EXAMINER



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## WALK IN

PICK UP: 6/24 TB

- ☒ CERTIFIED COPY (3) three
- ☐ PHOTOCOPY \_\_\_\_\_
- ☐ CUS \_\_\_\_\_
- ☒ FILING Inc. - merger

1. Manny Figueroa, C.P.A., Inc.  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 25, 2010

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: MANNY FIGUEROA, C.P.A., INC.  
Ref. Number: F37963

*Resubmitting  
6/28*

We have received your document for MANNY FIGUEROA, C.P.A., INC. and check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Where is the agreement and plan? We have to have the information in the plan which indicates the manner in which the stock is addressed and other things that are needed to complete the requirements for filing a merger.

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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 210A00015655

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2010 JUN 28 AM 10:45  
NOT RECORDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

**ARTICLES OF MERGER  
OF  
308 ALHAMBRA VENTURES, INC.,  
A DELAWARE CORPORATION  
INTO  
MANNY FIGUEROA, C.P.A., INC.,  
A FLORIDA CORPORATION**

10 JUN 28 PM 12:08  
RECEIVED  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

These are the Articles of Merger pursuant to Section 607.1105 of the Florida Statutes.

1. The entities involved are 308 Alhambra Ventures, Inc., a Delaware Corporation, (the "Corporation" or "Merged Entity") and Manny Figueroa, C.P.A., Inc. a Florida Corporation (the "Surviving Entity").

2. An Agreement and Plan of Merger has been approved and executed by both the Merged Entity and the Surviving Entity.

3. Manny Figueroa, C.P.A., Inc., a Florida Corporation, is the entity which shall survive and remain in existence after the merger.

4. No amendments or changes to the Articles of Incorporation of the Surviving Entity are effected by this merger.

5. The merger shall be effective upon the filing of this Certificate with the Secretary of State of the State of Florida.

6. The Agreement and Plan of Merger between the Merged Entity and the Surviving Entity is on file at the principal offices of the Surviving Entity.

7. A copy of the Agreement and Plan of Merger between the Merged Entity and the Surviving Entity will be furnished to any member of the Merged Entity and the Surviving Entity upon request and without charge.

8. The Agreement and Plan of Merger has been approved by all of the Stockholders and all of the Directors of both the Merged Entity and the Surviving Entity.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger and adopted the Agreement and Plan of Merger this 17 day of June, 2010.

MANNY FIGUEROA, CPA, INC.  
a Florida Corporation

BY:   
Ray George B. Bailey, President

308 ALHAMBRA VENTURES, INC.  
a Delaware Corporation

BY:   
Ray George B. Bailey, President

## **AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan of Merger"), dated as of the 17 day of June, 2010, is made by and between 308 Alhambra Ventures, Inc., a Delaware Corporation, (the "Corporation" or "Merged Entity") and Manny Figueroa, C.P.A., Inc., a Florida Corporation, (the "Surviving Entity").

### **WITNESSETH:**

**WHEREAS**, the merger set forth herein (the "Merger") is intended to qualify as a tax free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986; and

**WHEREAS**, the Merged Entity is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware; and

**WHEREAS**, the Surviving Entity is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

**WHEREAS**, the Merged Entity is authorized to issue three thousand (3,000) shares of common stock, of which one thousand (1,000) shares are issued and outstanding; and

**WHEREAS**, the Surviving Entity has one thousand (1,000) shares authorized, of which one hundred (100) have been issued; and

**WHEREAS**, parties desire that the Corporation be merged into the Surviving Entity, in accordance with Title 8, Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Statutes.

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. The Merger shall become effective upon the date of the filing of the Certificate of Merger with the office of the Secretary of State of the State of Delaware and Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date"). Those documents were executed simultaneously with this Agreement and Plan.

2. From and after the Effective Date, the existence of the Corporation shall cease, and the Surviving Entity shall continue its existence with all of the rights, powers, privileges, and immunities, and subject to the duties and liabilities of a corporation organized under the laws of the State of Florida.

3. On the Effective Date and in accordance with the provisions of this Plan of Merger, and Title 8, Section 259 of the Delaware General Corporation Law and Section 607.1106 of the Florida Statutes, the Corporation shall be merged into the Surviving Entity, the separate existence of the Corporation shall cease, and the Surviving Entity shall continue its existence under the laws of the State of Florida under its present name. The name and address of the Surviving Entity are:

Manny Figueroa, C.P.A., Inc.  
1116 Asturia  
Coral Gables, Florida 33134

4. Upon the Merger, each of the outstanding shares of stock of the Corporation shall be surrendered and exchanged for one tenth (1/10) share of the Surviving Entity.

5. The Articles of Incorporation of the Surviving Entity filed with Secretary of State of the State of Florida (the "Articles") and the By-Laws of the Surviving Entity (the "By-Laws") shall be the Articles of Incorporation and By-Laws for the Surviving Entity.

6. The Surviving Entity shall possess and retain every interest in all assets and properties of every description, wherever located, of the Corporation. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of the Corporation shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real and personal tangible or intangible property vested in the Corporation shall not, in any way, be impaired by reason of the Merger. All obligations belonging to or due to the Corporation shall be vested in the Surviving Entity without further act or deed.

7. The Surviving Entity shall be responsible for all claims against, and liabilities and obligations of the Corporation which exist on the Effective Date as if the Merger had never taken place, and the Surviving Entity may be substituted in place of the Corporation, and neither the rights of creditors of the Corporation, nor the liens against any of the property of the Corporation shall be impaired or extinguished by the Merger. The Surviving Entity shall execute, acknowledge and deliver all documents, and perform such other acts as may be necessary to comply with the obligations of the Corporation; provided, however, this shall not require the Surviving Entity to expand or increase the liabilities of the Corporation, or expand or enhance the rights of creditors or lienholders of the Corporation beyond those which existed immediately prior to the Effective Date.

8. The Surviving Entity acknowledges and represents that it has complied with all applicable provisions under the Florida Statutes to effectuate the Merger. The Corporation acknowledges and represents that it has complied with all applicable provisions under the Delaware General Corporations Act to effectuate the Merger.

7. All of the Officers, Directors and Stockholders of the Corporation, and all of the Officers, Directors and Stockholders of the Surviving Entity, whether or not otherwise entitled to vote, by their signatures hereon, join in the execution of this Plan of Merger to acknowledge their approval of and consent to such plan, which approval constitutes adoption.

SIGNATURES APPEAR ON FOLLOWING PAGE

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first set forth above.

Manny Figueroa, C.P.A., Inc.

BY: 

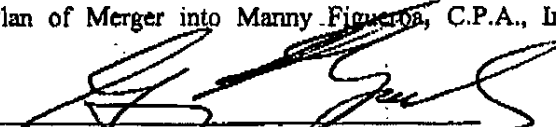
Ray George B. Bailey, President

308 Alhambra Ventures, Inc.

BY: 

Ray George B. Bailey, President

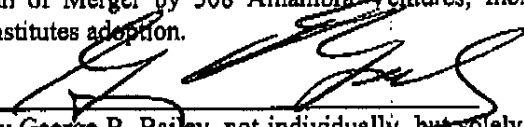
The undersigned, being the sole stockholder of 308 Alhambra Ventures, Inc., does hereby consent to and approve of the above Plan of Merger into Manny Figueroa, C.P.A., Inc., which approval constitutes adoption.

  
Ray George B. Bailey, not individually, but solely as  
trustee of the Manny Figueroa Living Trust  
u/a/d 6/30/05, Sole Stockholder

The undersigned, being the sole director of 308 Alhambra Ventures, Inc., does hereby authorize, consent to and approve of the above Plan of Merger into Manny Figueroa, C.P.A., Inc., which approval constitutes adoption.

  
Ray George B. Bailey, Sole Director

The undersigned, being the sole stockholder of Manny Figueroa, C.P.A., Inc., does hereby consent to and approve of the above Plan of Merger by 308 Alhambra Ventures, Inc. into Manny Figueroa, C.P.A., Inc., which approval constitutes adoption.

  
Ray George B. Bailey, not individually, but solely as  
trustee of the Manny Figueroa Living Trust  
u/a/d 6/30/05, Sole Stockholder

The undersigned, being the sole director of Manny Figueroa, C.P.A., Inc., does hereby consent to and approve of the above Plan of Merger by 308 Alhambra Ventures, Inc. into Manny Figueroa, C.P.A., Inc., which approval constitutes adoption.

  
Ray George B. Bailey, Sole Director