

F73070

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

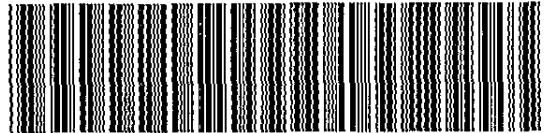
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

[Handwritten signature]

Office Use Only



700060518367

10/19/05--01040--011 **77.50

RECEIVED
05 OCT 19 AM 11:41
CLERK OF COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
05 OCT 19 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

I.M.G. Enterprises, Inc.

Please
Asap!

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

FILED
05 OCT 19 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

x2

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

CERTIFICATE OF MERGER

**OF
G.M.I. ACQUISITIONS, LLC
INTO
I.M.G. ENTERPRISES, INC.**

dated: October 18, 2005

FILED
05 OCT 19 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
M05000004828
F 73070

The undersigned corporation organized and existing under the laws of the State of Florida does hereby certify:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jursdiction of Formation or Organization</u>
G.M.I. Acquisitions, LLC	Delaware
I.M.G. Enterprises, Inc.	Florida

SECOND: An Agreement and Plan of Merger has been approved and executed by (i) G.M.I. Acquisitions, LLC, a Delaware limited liability company, and (ii) I.M.G. Enterprises, Inc., a Florida corporation.

THIRD: The name of the surviving Florida corporation is I.M.G. Enterprises, Inc. (the "Surviving Entity").

FOURTH: The merger of G.M.I. Acquisitions, LLC, a Delaware limited liability company, into the Surviving Entity shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

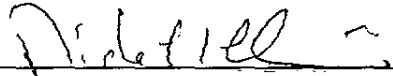
FIFTH: The executed Agreement and Plan of Merger is on file at a place of business of the Surviving Entity. The address of such place of business of the surviving Entity is 7836 Cherry Lake Road, Groveland, Florida 34736.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any stockholder of the Surviving Entity and to any member of G.M.I. Acquisitions, LLC, a Delaware limited liability company.

SEVENTH: The Surviving Entity hereby agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of G.M.I. Acquisitions, LLC, a Delaware limited liability company. The Surviving Entity hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding. The address to which a copy of such process may be mailed to it by the Secretary of State of the State of Delaware is 7836 Cherry Lake Road, Groveland, Florida 34736.

IN WITNESS WHEREOF, I.M.G. Enterprises, Inc., a Florida corporation, has caused this Certificate of Merger to be duly executed.

I.M.G. ENTERPRISES, INC., a Florida corporation

By: 
Name: Michel Sallin
Title: President

H:\B_Weddie\Bwfiles\CHERRY LAKE\1031 REVERSE EXCHANGE\G M I Acquisitions LLC - Certificate Of Merger (DE LLC Into FL Corp)
10-7-05.DOC

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER of G.M.I. ACQUISITIONS, LLC, a Delaware limited liability company authorized to transact business in Florida, and I.M.G. ENTERPRISES, INC., a Florida corporation, pursuant to Chapter 607 and 608 of the Florida Statutes, is adopted as follows:

A. G.M.I. ACQUISITIONS, LLC, a Delaware limited liability company authorized to transact business in the State of Florida, shall be merged into I.M.G. ENTERPRISES, INC., a Florida corporation existing and governed by the laws of the State of Florida (the "Merger").

B. The name of the surviving business entity shall be I.M.G. ENTERPRISES, INC., a Florida corporation.

C. When the Merger becomes effective the existence of G.M.I. ACQUISITIONS, LLC, a Delaware limited liability company authorized to transact business in the State of Florida, shall cease and the surviving entity, I.M.G. ENTERPRISES, INC., a Florida corporation, shall succeed, without any other transfer, to all of the rights and property of G.M.I. ACQUISITIONS, LLC, a Delaware limited liability company authorized to transact business in Florida, and shall be subjected to all of the debts and liabilities of said limited liability company in the same manner as if the surviving entity had itself incurred the same. All rights of creditors and all liens on the property of each entity or party to this Agreement shall be preserved unimpaired, limited to the lien to the property effected by the liens immediately prior to the Merger.

D. The surviving entity, I.M.G. ENTERPRISES, INC. will carry on business with the assets of said limited liability company as well as the assets of its own.

E. Inasmuch as the sole Member of G.M.I. ACQUISITIONS, LLC, a Delaware limited liability company, and the only party holding ownership interest therein is I.M.G.

ENTERPRISES, INC., a Florida corporation, no ownership interest is required to be surrendered in and to said limited liability company by virtue of this Merger and all limited liability company interests in G.M.I. Acquisitions, LLC shall be cancelled without consideration therefore.

F. The Articles of Incorporation of I.M.G. ENTERPRISES, INC., which is the survivor of this Merger, shall continue in full force until altered, amended or repealed and shall not be in manner effected by this Merger.

G. This Merger is permitted not only by the laws of the State of Florida, but under the laws of the State of Delaware under which the limited liability company above named has been organized, and this Merger complies with the laws of that state.

H. As required by the Florida Statutes the surviving entity shall cause to be filed with the Department of State of the State of Florida Articles of Merger

I. In accordance with Section 18-209 of the Delaware Limited Liability Company Act, I.M.G. Enterprises, Inc. is hereby authorized to execute and deliver a Certificate of Merger with the Secretary of State of the State of Delaware, and the effective date of the Merger shall be the date upon which the Articles of Merger are so filed with the Department of State of the State of Florida and a Certificate of Merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Agreement and Plan of Merger was executed by each of the parties this 18th day of Oct, 2005.

G.M.I. ACQUISITIONS, LLC, a Delaware
Limited Liability Company
BY: I.M.G. ENTERPRISES, INC., a Florida
Corporation, its sole Member and Managing
Member

By: _____

[Signature]
2

Michel Sallin, President of I.M.G. Enterprises, Inc.

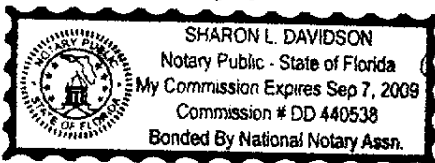
I.M.G. ENTERPRISES, INC., a Florida corporation

By: Michel Sallin
Michel Sallin, President

STATE OF FLORIDA
COUNTY OF Lake

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MICHEL SALLIN, as President of I.M.G. ENTERPRISES, INC. (the sole Member and Managing Member of G.M.I. ACQUISITIONS, LLC, a Delaware limited liability company), and he acknowledged executing the foregoing Articles of Merger for and on behalf of said limited liability company, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of October, A.D. 2005.



Sharon L. Davidson
NOTARY PUBLIC

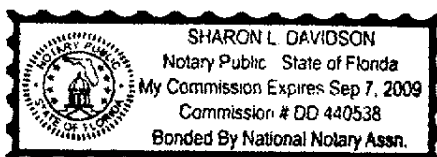
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF Lake

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MICHEL SALLIN, known to me to be the President of I.M.G. ENTERPRISES, INC., a Florida corporation, in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of October, A.D. 2005.



Sharon L. Davidson
NOTARY PUBLIC

Printed Notary Signature
Commission No. _____