

F78194

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
FLORIKAN-E.S.A. CORP.**

Certificate of Status	0
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**ARTICLE I
MERGING PARTY**

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>
Agrikan Innovative Agriculture Corp. 1579 Barber Road Sarasota, FL 34240	Florida	Profit Corporation

Florida Document/Registration Number: V38137	FEI Number: 650335337
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**ARTICLE II
SURVIVING PARTY**

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>
Florikan-E.S.A. Corp. 1579 Barber Road Sarasota, FL 34240	Florida	Profit Corporation

Florida Document/Registration Number: F78194	FEI Number: 592188696
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**ARTICLE III
PLAN OF MERGER**

The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

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ARTICLE IV
EFFECTIVE DATE

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE V
ADOPTION OF MERGER BY SURVIVING PARTY

The Plan of Merger was adopted by the shareholder of the surviving corporation on December 15, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 15, 2009.

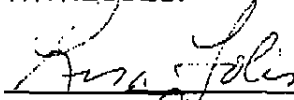

ARTICLE VI
ADOPTION OF MERGER BY MERGING PARTY

The Plan of Merger was adopted by the shareholder of the merging corporation on December 15, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporation on December 15, 2009.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the
29 day of December, 2009.

WITNESSES:

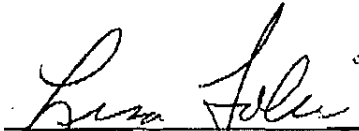
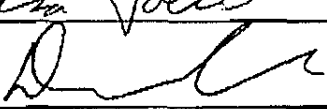



"MERGING PARTY"

Agrikan Innovative Agriculture Corp.

By: 

Jonathan Rosenthal, Co-President

"SURVIVING PARTY"

Florikan-E.S.A. Corp.

By: 

Jonathan Rosenthal, Co-President

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**PLAN AND AGREEMENT OF MERGER
BY AND BETWEEN AGRIKAN INNOVATIVE AGRICULTURE CORP.
WITH AND INTO
FLORIKAN-E.S.A. CORP.**

THIS PLAN OF MERGER (this "Agreement" or "Plan of Merger") is entered into as of December 29, 2009 by and between AGRIKAN INNOVATIVE AGRICULTURE CORP., a Florida corporation (the "Merging Corporation"), and FLORIKAN-E.S.A. CORP., a Florida corporation (the "Surviving Corporation"), both located at 1579 Barber Road, Sarasota, Florida 34240 (collectively, the "Constituent Entities"). This Agreement was adopted and approved by each of the Constituent Entities in accordance with Section 607.1101, Florida Statutes.

RECITALS

A. The Merging Corporation, pursuant to the Merging Corporation's records, has 100 shares of issued and outstanding shares of the common stock of the Merging Corporation.

B. The Surviving Corporation, according to the Surviving Corporation's records, has issued 100% of its issued and outstanding shares in the same ownership and percentages as the ownership of the total issued and outstanding shares of the common stock issued by the Merging Corporation.

C. The Board of Directors and the Shareholder of the Merging Corporation and the Board of Directors and the Shareholder of the Surviving Corporation have deemed it advisable that the Merging Corporation be merged with and into the Surviving Corporation under and pursuant to the provisions of this Plan of Merger and in accordance with the applicable statutes of the State of Florida (the "Merger").

D. It is intended that this Plan of Merger meets the requirements of Sections 368(a)(1)(A) and 368(a)(1)(F) of the Code as a "tax free" reorganization.

NOW, THEREFORE, in consideration of the premises and the covenants herein contained, the Constituent Entities hereby agree pursuant to the applicable laws of the State of Florida, that the Merging Corporation shall be, and it is hereby is, as of the Effective Date, merged with and into the Surviving Corporation; and, that the terms and conditions of the Merger and the mode of carrying the same into effect are and shall be as follows:

1. **Recitals.** The foregoing Recitals are hereby ratified and confirmed, are true, correct and complete as hereby incorporated herein.

2. **Name and Jurisdiction of the Constituent Entities.**

a) **Merging Corporation**

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document #</u>
Agrikan Innovative Agriculture Corp. 1579 Barber Road Sarasota, FL 34240	Florida	corporation	V38137

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b) Surviving Corporation

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document #</u>
Florikan-E.S.A. Corp. 1579 Barber Road Sarasota, Florida 34240	Florida	corporation	F78194

3. **Merger; Effectivness.** The name of the Surviving Corporation shall be Florikan-E.S.A. Corp., a Florida corporation, and shall be governed by the laws of the State of Florida. The purposes, powers and objects, identity, existence, privileges, franchises and immunities of the Surviving Corporation are expanded in the Articles of Incorporation of the Surviving Corporation (as filed with the Secretary of State of Florida), from and after the Effective Date of the Merger; and, the identity, existence, property, assets, rights, privileges, powers, franchises and immunities of the Merging Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. As of the Effective Date of the Merger, the separate existence of the Merging Corporation, except insofar as it may continued by statute, shall cease, pursuant to the laws of the State of Florida.

4. **Business Purpose.** Upon the Effective Date of the Merger, the business purpose of the Surviving Corporation shall be the business purpose of the Merging Corporation.

5. **Articles of Incorporation.** From and after the Effective Date of the Merger and until further amended as provided by the laws of the State of Florida, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation as filed with the Secretary of State.

6. **Management.** The name and business address of the Officers for the Surviving Corporation are:

<u>Name</u>	<u>Address</u>
Jonathan Rosenthal	1579 Barber Road Sarasota, Florida 34240
Eric Rosenthal	1579 Barber Road Sarasota, Florida 34240

7. **Distribution to Shareholders of the Merging Corporation.** The manner and basis of making distribution to the Shareholder of the Merging Corporation and the extinguishment or substitution for their shares of all the issued and outstanding shares of the common stock of the Merging Corporation, as the case may be, shall be as follows:

The Shareholder of the Merging Corporation shall surrender all of its shares of the common stock of the Merging Corporation (the "Shareholder's Shares") in exchange for equal ownership of the shares of the common stock in the Surviving Corporation. Upon surrender to the Surviving Corporation of all of the Shareholder's Shares, the Shareholder's Shares shall be cancelled and shares in the Surviving Corporation shall be issued in equal percentages to the Shareholders of the Merging Corporation. Subsequent to the Merger, the owners of the

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Merging Corporation shall own all of the shares of the Surviving Corporation in the same percentages as they own their shares in the Merging Corporation.

8. **Satisfaction of Rights of Dissenting Entity Shareholders.** The Shareholder's Shares, into which shares in the Surviving Corporation shall have been or would have been converted and become exchangeable for under this Agreement, shall be deemed to have been paid in full satisfaction of such converted Shareholder's Shares.

9. **Effect of Merger.**

a. On the Effective Date of the Merger, the Surviving Corporation shall possess, all and singular, the rights, privileges, immunities, powers and franchises of a public, as well as a private nature, and be subject to all the restrictions, disabilities and duties of the Merging Corporation, and all property, real, personal and mixed, of the Merging Corporation and all debts due the Merging Corporation on whatever account, as well as for share subscriptions and all other things in action or belonging to the Merging Corporation, shall be vested in the Surviving Corporation; and, all property, rights, privileges, powers and franchises, and all and every other interest shall be, thereafter, as effectually the property of the Surviving Corporation as they were of the Merging Corporation, and the title of any real estate vested by deed or otherwise in the Merging Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. The Surviving Corporation may record a certified copy of the Articles of Merger in any county in which the Merging Corporation holds an interest in real property.

b. If at any time after the Effective Date of the Merger, the Surviving Corporation shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm, or record in the Surviving Corporation the title to any property, rights, privileges, powers and franchises of the Merging Corporation or otherwise carry out the provisions of this Agreement, the proper officers of the Merging Corporation last in office shall execute and deliver upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and franchises in the Surviving Corporation, and otherwise to carry out the provisions of this Agreement.

10. **Filing with the Florida Secretary of State.** The Merging Corporation and the Surviving Corporation shall cause their respective officers to execute the Articles of Merger in the form annexed to this Agreement, and upon the execution of this Agreement, shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles of Merger and shall become an exhibit to such Articles of Merger. In accordance with Florida Statutes, the Articles of Merger shall be effective on the Effective Date of the Merger.

11. **Termination; Abandonment.** Notwithstanding the provisions hereof, this Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger as allowed by Florida law.

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12. **Amendment and Waiver.** Either Constituent Entity may at any time prior to the Effective Date of the Merger by appropriate action taken and duly authorized in accordance with applicable law waive any of the terms and conditions of this Agreement or agree to an amendment or modification of this Agreement by an agreement, in writing, executed in the same manner (but not necessarily by the same persons) as this Agreement; provided, however, that after a favorable vote by the shareholders of a party hereto, any such action shall be taken by that party only if, in the opinion of its officers and directors so acting, such amendment or modification will not have a material and adverse effect on the benefits intended under this Agreement for the shareholders of such party and will not require re-solicitation of any proxies of such shareholders.

[SIGNATURE PAGE ATTACHED]

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IN WITNESS WHEREOF, each Constituent Entity has caused this Agreement to be executed by its appropriate authorized officer as of the Effective Date of the Merger.

WITNESSES:

Lara Folis
[Signature]

MERGING CORPORATION

AGRIKAN INNOVATIVE
AGRICULTURE CORP.,
a Florida corporation

By: [Signature]
Jonathan Rosenthal, Co-President

Lara Folis
[Signature]

SURVIVING CORPORATION

FLORIKAN-E.S.A. CORP., a Florida
corporation

By: [Signature]
Jonathan Rosenthal, Co-President

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