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Email Address:

MERGER OR SHARE EXCHANGE
IMOLA HOLDINGS, INC.

Certificate of Status	0
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IMOLA MARKETING AND SERVICES, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

THOMAS SMITH

Contact Person

IMOLA MARKETING AND SERVICES, INC.

Firm/Company

8975 NORTHWEST 25TH STREET

Address

DORAL FLORIDA 33172

City/State and Zip Code

THOMAS.SMITH @IMOLATILEUSA.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

TOM H. LUETKEMEYER, ESQ.

Name of Contact Person

At (312)

704-3000

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
IMOLA MARKETING AND SERVICES, INC.	DELAWARE	F94000003743

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
IMOLA HOLDINGS, INC.	FLORIDA	P98000084848
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 12 / 31 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 December 28, 2011.

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 December 28, 2011.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

IMOLA MARKETING AND
SERVICES, INC.

James White

THOMAS SMITH, PRESIDENT

Typed or Printed Name of Individual & Title

THOMAS SMITH, PRESIDENT

AGREEMENT AND PLAN OF MERGER

BETWEEN

IMOLA MARKETING AND SERVICES, INC., a Delaware corporation

AND

IMOLA HOLDINGS, INC., a Florida corporation

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 11th day of October, 2011, by and between IMOLA MARKETING AND SERVICES, INC., a Delaware corporation ("*IMOLA Marketing*"), and IMOLA HOLDINGS, INC., a Florida corporation (the "*IMOLA Holdings*")

WITNESSETH:

WHEREAS, IMOLA Marketing is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on November 5, 1990; and

WHEREAS, IMOLA Holdings is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on October 2, 1998; and

WHEREAS, COOPERATIVA CERAMICA D'IMOLA S.C. ("*Parent*"), a corporate entity formed and existing under the laws of Italy, is the lawful owner of one hundred percent (100%) of the issued and outstanding stock of IMOLA Marketing and of IMOLA Holdings; and

WHEREAS, Parent desires to merge IMOLA Holdings with and into IMOLA Marketing, and to have IMOLA Marketing be possessed of all the estate, property, rights, privileges and franchises of IMOLA Holdings, on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the statutes of the State of Florida and the state of Delaware, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, IMOLA Marketing and IMOLA Holdings, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

IMOLA Holdings and IMOLA Marketing shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of Delaware, by IMOLA Holdings merging with and into IMOLA Marketing, which shall be the surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Florida and of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "*Effective Date of The Merger*"), IMOLA Holdings shall be merged with and into IMOLA Marketing, and the separate existence of IMOLA Holdings shall cease except to the extent provided by the laws of the State of Florida. IMOLA Marketing shall be the surviving corporation and it shall continue to be governed by the laws of the State of Delaware.

ARTICLE III

The Certificate of Incorporation of IMOLA Marketing shall not be amended in any respect by reason of this Agreement and Plan of Merger and shall continue as the Certificate of Incorporation of IMOLA Marketing as the surviving corporation. The bylaws of IMOLA Marketing in effect immediately prior to the Effective Date of The Merger shall continue as the bylaws of IMOLA Marketing as the surviving corporation. The officers and directors of IMOLA Marketing holding office immediately prior to the Effective Date of The Merger shall hold their respective positions as officers and directors of IMOLA Marketing as the surviving corporation.

ARTICLE IV

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

- a. Each share of common stock of IMOLA Holdings shall, without any action on the part of the holder thereof, be canceled, retired, and shall cease to exist, and no consideration or distribution shall be deliverable with respect thereto;
- b. Each share of common stock of IMOLA Marketing issued and outstanding at and as of the Effective Date of The Merger will remain issued and outstanding;
- c. As soon as practical after the Effective Date of The Merger, each holder of a certificate(s) which, prior thereto, represented outstanding common stock of IMOLA Holdings shall surrender such certificate(s) to the Secretary of IMOLA Marketing for cancellation.

ARTICLE V

IMOLA Marketing, as the surviving corporation, agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of any constituent corporation of Florida, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the applicable laws of the State of Florida, and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or proceeding. The Secretary of State of Florida shall mail any such process to IMOLA Marketing at 8975 Northwest 25th Street, Doral Florida 33172, Attention Mr. Thomas Smith, President.

ARTICLE VI

This Agreement and Plan of Merger may be amended or rescinded for any reason at any time prior to the filing of the Articles of Merger with the Secretaries of State of Delaware and Florida by the officers or directors of IMOLA Marketing and IMOLA Holdings.

[REMINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, IMOLA Holdings and IMOLA Marketing, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement and Plan of Merger to be executed by an authorized officer of each party thereto.

FLORIDA CORPORATION:

IMOLA HOLDINGS, INC., a Florida corporation

By: 

THOMAS SMITH, President

DELAWARE CORPORATION:

IMOLA MARKETING AND SERVICES, INC.,
a Delaware corporation

By: 

THOMAS SMITH, President

CERTIFICATION

I, Thomas J. Smith, being the duly appointed and acting ~~Secretary~~ ^{President} of IMOLA MARKETING AND SERVICES, INC., a corporation organized and existing under the laws of the State of Delaware (the "**IMOLA Marketing**"), hereby certify, as such ~~Secretary~~ ^{President} of IMOLA Marketing, that: (a) the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of IMOLA Marketing, was duly submitted to the sole stockholder of said corporation, at a special meeting of stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice signed by the sole stockholder, for the purpose of considering and taking action upon said Agreement and Plan of Merger; (b) _____ shares of stock of IMOLA Marketing were on said date issued and outstanding and that the holder of _____ shares voted by ballot in favor of said Agreement and Plan of Merger and no shares of stock of said corporation were voted, by ballot or otherwise, against same; (c) said affirmative vote representing the total number of shares of the outstanding capital stock of IMOLA Marketing; and (d) the Agreement and Plan of Merger was at said meeting duly adopted as the act of the sole stockholder of IMOLA Marketing, and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of IMOLA MARKETING AND SERVICES, INC., a Delaware corporation, on this 11th day of October, 2011.

By: _____

Print Name: Thomas Smith

Being the duly appointed and acting ~~Secretary~~ ^{President} of IMOLA MARKETING AND SERVICES, INC., a Delaware corporation.

CERTIFICATION

I, President Thomas Smith, being the duly appointed and acting ~~Secretary~~ of IMOLA HOLDINGS, INC., a corporation organized and existing under the laws of the State of Florida (the "*IMOLA Holdings*"), hereby certify, as such ~~Secretary~~ of IMOLA Holdings, that: (a) the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of IMOLA Holdings, was duly submitted to the sole stockholder of said corporation, at a special meeting of stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice signed by the sole stockholder, for the purpose of considering and taking action upon said Agreement and Plan of Merger; (b) _____ shares of stock of IMOLA Holdings were on said date issued and outstanding and that the holder of _____ shares voted by ballot in favor of said Agreement and Plan of Merger and no shares of stock of said corporation were voted, by ballot or otherwise, against same; (c) said affirmative vote representing the total number of shares of the outstanding capital stock of IMOLA Holdings; and (d) the Agreement and Plan of Merger was at said meeting duly adopted as the act of the sole stockholder of said IMOLA Holdings, and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of IMOLA HOLDINGS, INC., a Florida corporation, on this 11th day of October, 2011.

By: _____

Print Name: _____

Being the duly appointed and acting ~~Secretary~~ ^{President} of IMOLA HOLDINGS, INC., a Florida corporation.