

# G19598

(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:

Office Use Only



600114757816

01/15/08--01037--011 \*\*87.50

FILED  
2008 JAN 25 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
Tewari  
1/25/08

*Law Offices*  
*Lamont Neiman Interian & Bellet, P.A.*

ELLEN BETH BELLET  
ALBERTO INTERIAN  
ROBERT S. LAMONT  
JAN S. NEIMAN  
CLAUDIA SANCHEZ FABREGA

Reply to Miami Office

January 10, 2008

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: ARTICLES OF MERGER**  
WINDOWS OF THE WORLD, INC. and  
WINDOWS OF THE WORLD II, INC.

Dear Sir/Madam:

Enclosed please find Articles of Merger for the above described Corporation. Please process our request and mail the Certificate of Status and Certified copies in the self-addressed, stamped envelope provided.

Also, enclosed is our Firm Check #16131 in the amount of \$87.50, which includes the following costs:

Articles of Merger (x2 corporations)	\$70.00
Certified Copies	\$ 8.75
Certificate of Status	\$ 8.75
<b>TOTAL</b>	<b><u>\$87.50</u></b>

If you have any questions or require additional information, please contact us. Thank you.

Very truly yours,

LAMONT NEIMAN INTERIAN & BELLET, P.A.



Ana Saravia, Legal Assistant

als

Enc.

MIAMI OFFICE  
ONE BISCAYNE TOWER • SUITE 3550  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 530-9400  
FAX (305) 530-9409

BOCA RATON OFFICE  
980 NORTH FEDERAL HIGHWAY  
SUITE 440  
BOCA RATON, FLORIDA 33432  
(561) 391-1266  
MIAMI LINE (305) 358-5710



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 18, 2008

ANA SARA VIA, LEGAL ASSISTANT  
LAMONT NEIMAN INTERIAN & BELLET, P.A.  
TWO SOUTH BISCAYNE BLVD., SUITE 3550  
MIAMI, FL 33131

SUBJECT: WINDOWS OF THE WORLD, INC.  
Ref. Number: G19598

We have received your document for WINDOWS OF THE WORLD, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The terms and conditions must be stated in the merger.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

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) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 908A00004054

*Law Offices*  
*Lamont Neiman Interian & Bellet, P.A.*

ELLEN BETH BELLET  
ALBERTO INTERIAN  
ROBERT S. LAMONT  
JAN S. NEIMAN  
CLAUDIA SANCHEZ FABREGA

**Reply to Miami Office**

January 23, 2008

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: ARTICLES OF MERGER**  
WINDOWS OF THE WORLD, INC. and  
WINDOWS OF THE WORLD II, INC.  
Ref. #: G19598 / Letter #: 908A00004054

Dear Ms. Lewis:

Thank you for your correspondence dated January 18, 2008 and for taking the time to speak with me this morning.

As agreed enclosed are copies of the executed Plan of Merger, Agreement for Merger and the original Articles of Merger.

If you have any questions or require additional information, please contact us. Thank you.

Very truly yours,

LAMONT NEIMAN INTERIAN & BELLET, P.A.



Ana Saravia, Legal Assistant

als

Enc.

MIAMI OFFICE  
ONE BISCAYNE TOWER • SUITE 3550  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 530-9400  
FAX (305) 530-9409

BOCA RATON OFFICE  
980 NORTH FEDERAL HIGHWAY  
SUITE 440  
BOCA RATON, FLORIDA 33432  
(561) 391-1266  
MIAMI LINE (305) 358-5710

**ARTICLES OF MERGER  
OF  
WINDOWS OF THE WORLD II, INC.  
WITH AND INTO  
WINDOWS OF THE WORLD, INC.**

**FILED**  
2008 JAN 25 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The undersigned Corporations, WINDOWS OF THE WORLD, INC. and WINDOWS OF THE WORLD II, INC., being validly and legally formed under the laws of the States of Florida have adopted a Plan of Merger.

2. The name of the Surviving Corporation is WINDOWS OF THE WORLD , INC., and it is to be governed by the laws of the State of Florida.

3. The principal office of the Surviving Corporation shall be as follows:

WINDOWS OF THE WORLD, INC.  
1855 Griffin Road  
DCOTA Building A-350  
Dania Beach, Florida 33004

4. The Agreement For Merger and Plan Of Merger of the undersigned Corporations were adopted pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106 of the Florida Statutes.

5. The Agreement For Merger and Plan Of Merger will become effective upon filing these Articles of Merger with the Florida Secretary of State.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of WINDOWS OF THE WORLD, INC., a Florida corporation, on the 2nd day of January, 2008.

7. The Plan of Merger was adopted by the Shareholders and Board of Directors of WINDOWS OF THE WORLD II, INC., a Florida corporation, on the 2nd day of January, 2008.

8. As to each of the undersigned Corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Authorized</u>	<u>Number of Shares Outstanding</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Windows of the World, Inc.	10,000	5,000	5,000	0
Windows of the World II, Inc.	100	100	100	0

Dated: 1-7-08

WINDOWS OF THE WORLD, INC.,  
a Florida corporation

By: Sonia R. Najman, Pres.  
Sonia R. Najman, President

Attest: Sonia R. Najman, Sec.  
Sonia R. Najman, Secretary

(corporate seal)

WINDOWS OF THE WORLD II, INC.,  
a Florida corporation

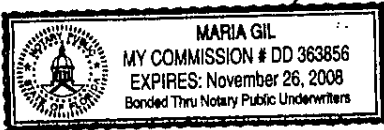
By: Sonia R. Najman, Pres.  
Sonia R. Najman, President

Attest: Sonia R. Najman, Sec.  
Sonia R. Najman, Secretary

STATE OF FLORIDA  
COUNTY OF Miami-Dade

PERSONALLY, appeared before me, the undersigned authority, SONIA R NAJMAN, President and Secretary, of WINDOWS OF THE WORLD, INC., personally known to me or who produced \_\_\_\_\_ as identification, who did not take an oath, who acknowledged to and before me that she is the President, and Secretary of WINDOWS OF THE WORLD, INC., a Florida corporation, and that she executed the foregoing Articles of Merger for the reasons and purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 7  
day of January, 2008.



Notary Public, State of Florida at large  
Maria Gil  
Notary - print name

my commission expires:

STATE OF FLORIDA  
COUNTY OF Miami-Dade

PERSONALLY, appeared before me, the undersigned authority, SONIA R NAJMAN, President and Secretary, of WINDOWS OF THE WORLD, INC., personally known to me or who produced \_\_\_\_\_ as identification, who did not take an oath, who acknowledged to and before me that she is the President, and Secretary of WINDOWS OF THE WORLD, INC., a Florida corporation, and that she executed the foregoing Articles of Merger for the reasons and purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 7  
day of January, 2008.



Notary Public, State of Florida at large  
Maria Gil  
Notary - print name

my commission expires:

## **PLAN OF MERGER**

**This Plan of Merger**, dated the 2<sup>nd</sup> day of January 2008, between WINDOWS OF THE WORLD, INC., a Florida corporation, hereinafter sometimes called the Surviving Corporation, and WINDOWS OF THE WORLD II, INC., a Florida corporation, hereinafter sometimes called the Disappearing Corporation, said two Corporations being hereinafter referred to collectively as the Constituent Corporations.

### **STIPULATIONS**

A. WINDOWS OF THE WORLD, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1855 Griffin Road, DCOTA Building A-350, Dania Beach, Florida 33004.

B. WINDOWS OF THE WORLD, INC. has capital stock of TEN THOUSAND authorized shares of ONE DOLLAR AND 00/100 (\$1.00) par value common stock, of which FIVE THOUSAND (5,000) shares are issued and outstanding.

C. WINDOWS OF THE WORLD II, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1855 Griffin Road, DCOTA Building A-350, Dania Beach, Florida 33004.

D. WINDOWS OF THE WORLD II, INC., has capital stock of ONE HUNDRED authorized shares of no par value common stock, of which ONE HUNDRED (100) shares are issued and outstanding.

E. The Boards of Directors of the Corporations hereto deem it desirable and in the best interests of the Corporations and their Stockholders that WINDOWS OF THE WORLD II, INC., a Florida corporation, be merged into WINDOWS OF THE WORLD, INC., a Florida corporation, pursuant to the provisions of Section 607.1101, et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

### **Section One.**

**Merger.** WINDOWS OF THE WORLD II, INC., a Florida corporation, shall merge with and into WINDOWS OF THE WORLD, INC., a Florida corporation, which shall be the Surviving Corporation. The Surviving Corporation shall be governed by the laws of the State of Florida.



## **Section Two.**

**Terms and Conditions.** On the effective date of the merger, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, intangible and mixed of the Disappearing Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Disappearing Corporation, and neither the rights of creditors nor any liens on the property of the Disappearing Corporation shall be impaired by the merger.

## **Section Three.**

**Turnover of Shares.** Each share of the ONE DOLLAR AND 00/100 (\$1.00) par value common stock of WINDOWS OF THE WORLD, INC., issued and outstanding on the effective date of the merger, shall remain outstanding as shares of common stock of the Surviving Corporation and shall not be converted or exchanged.

## **Section Four.**

**Conversion of Shares.** On the effective date of the merger, each share of the no par value common stock of WINDOWS OF THE WORLD II, INC., issued and outstanding shall be converted into TEN (10) shares of the ONE DOLLAR AND 00/100 (\$1.00) par value common stock of WINDOWS OF THE WORLD, INC. After the effective date of the merger, each holder of certificates for shares of the common stock in WINDOWS OF THE WORLD II, INC., the Disappearing Corporation, shall surrender them to WINDOWS OF THE WORLD, INC., the Surviving Corporation, and such holder shall thereupon be entitled to receive in exchange a certificate or certificates representing the number of shares of common stock of the Surviving Corporation into which the shares of stock represented by the certificate or certificates so surrendered shall have been converted.

## **Section Five.**

**Changes in Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

**Section Six.**

Changes in Bylaws. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

**Section Seven.**

Directors and Officers. The Directors and Officers of the Surviving Corporation on the effective date of the merger shall continue as the Directors and Officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section Eight.**

Prohibited Transactions. Neither of the Constituent Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Disappearing and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

**Section Nine.**

Approval by Stockholders. This plan of merger shall be submitted for the approval of the Stockholders of the Constituent Corporations, in the manner provided by the applicable laws of the States of Florida as applicable.

**Section Ten.**

Effective Date of Merger. The effective date of this merger shall be upon the filing of the Articles of Merger with the Florida Secretary of State.

**Section Eleven.**

Abandonment of Merger. This plan of merger may be abandoned by action of the Board of Directors of either the Surviving or the Disappearing Corporation at any time prior to the effective date of the merger if the merger is not approved by the Stockholders of either the Surviving or the Disappearing Corporation on or before the 31<sup>st</sup> day of January, 2008.

**Section Twelve.**

Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their Officers, sealed with their corporate seals, and attested by their respective Secretaries pursuant to the authorization of their respective Boards of Directors on the date first above written.

WINDOWS OF THE WORLD, INC.  
a Florida corporation

By: Sonia R. Najman, Pres  
Sonia R. Najman, President

Attest: Sonia R. Najman, Sec.  
Sonia R. Najman, Secretary

WINDOWS OF THE WORLD II, INC.  
a Florida corporation

By: Sonia R. Najman, Pres  
Sonia R. Najman, President

Attest: Sonia R. Najman, Sec.  
Sonia R. Najman, Secretary

## **AGREEMENT FOR MERGER**

**THIS AGREEMENT**, made and entered into this 2<sup>nd</sup> day of January, 2008, by and between WINDOWS OF THE WORLD, INC., a Florida corporation, hereinafter sometimes called the Surviving Corporation, and WINDOWS OF THE WORLD II, INC., a Florida corporation, hereinafter sometimes called the Disappearing Corporation, said two Corporations being hereinafter referred to collectively as the Constituent Corporations.

### **RECITALS:**

A. The Stockholders and Board of Directors of the Constituent Corporations have deemed it advisable that WINDOWS OF THE WORLD II, INC., a Florida corporation, be merged into WINDOWS OF THE WORLD, INC., a Florida corporation, under the laws of the State of Florida.

B. WINDOWS OF THE WORLD, INC., duly organized and existing under the laws of the State of Florida, having been incorporated on January 20, 1983, has an authorized capital stock consisting of TEN THOUSAND (10,000) shares of ONE DOLLAR AND 00/100 (\$1.00) par value common stock, of which there are now issued and outstanding FIVE THOUSAND (5,000) shares of said stock.

C. WINDOWS OF THE WORLD II, INC., duly organized and existing under the laws of the State of Florida, having been incorporated on February 16, 1996, has an authorized capital stock consisting of ONE HUNDRED (100) shares of no par value common stock, of which there are now issued and outstanding ONE HUDRED (100) shares of said stock.

**NOW, THEREFORE**, in consideration of the promises and mutual agreements hereinafter contained, the Surviving Corporation and the Disappearing Corporation have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

1. **Recitals.**

The above recitals are true and correct and are incorporated herein.

2. **Agreement of Merger.**

It is hereby agreed that WINDOWS OF THE WORLD II, INC., a Florida corporation, shall merge into WINDOWS OF THE WORLD, INC., a Florida

corporation, which shall become the "Surviving Corporation". The Articles of Incorporation of WINDOWS OF THE WROLD, INC., a Florida corporation, shall remain unchanged.

3. **Principal Office of Surviving Corporation.**

The principal office of WINDOWS OF THE WORLD, INC., the Surviving Corporation, shall be at the following address:

1855 Griffin Road  
DCOTA Building A-350  
Dania Beach, Florida 33004

4. **Capitalization of Surviving Corporation.**

The capitalization of the Surviving Corporation, WINDOWS OF THE WORLD, inc., shall remain as is presently authorized, i.e., TEN THOUSAND (10,000) shares of ONE DOLLAR AND 00/100 (\$1.00) par value common stock.

5. **Officers and Directors of Surviving Corporation.**

The Officers and Directors of the Surviving Corporation shall be as follows:

Sonia R. Najman  
President/Secretary  
1855 Griffin Road  
DCOTA Building A-350  
Dania Beach, Florida 33004

6. **Registered Agent of Surviving Corporation.**

The Registered Agent of the Surviving Corporation shall be as follows:

Sonia R. Najman  
1855 Griffin Road  
DCOTA Building A-350  
Dania Beach, Florida 33004

**7. Conveyance of Assets; Assumption of Liabilities.**

A. The Disappearing Corporation hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the Disappearing Corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper Officers of the Disappearing Corporation have been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances, and assignments to carry out the purposes of such merger.

B. All assets and interests of any kind whatsoever of the Disappearing Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title to any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Disappearing Corporation shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been initially incurred or contracted by it.

**8. Ratification by Stockholders and Directors.**

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Stockholders and Directors of each of the Constituent Corporations.

**9. Mode of Effecting Merger.**

The mode of carrying said merger into effect shall be as follows:

- A. Each share of the ONE DOLLAR AND 00/100 (\$1.00) par value common stock of WINDOWS OF THE WORLD, INC., issued and outstanding on the effective date of the merger, shall not be converted or exchanged, but shall remain outstanding as the shares of common stock of the Surviving Corporation.
- B. On the effective date of the merger, each share of the no par value common stock of WINDOWS OF THE WORLD II, INC. issued and outstanding shall be converted into TEN (10) shares of the ONE DOLLAR AND 00/100 (\$1.00) par value common stock of WINDOWS OF THE WORLD, INC. After the effective date of the merger, each holder of certificates for shares of the common stock in WINDOWS OF THE WORLD, INC., the Disappearing Corporation, shall surrender them to WINDOWS OF THE WORLD, INC., the Surviving Corporation, and such holder shall thereupon be entitled to receive in exchange a certificate or certificates representing the number of shares of common stock of the Surviving Corporation into which the shares of stock represented by the certificate or certificates so surrendered shall have been converted.

**10. Abandonment of Merger.**

This plan of merger may be abandoned by action of the Board of Directors of either the Surviving Corporation or the Disappearing Corporation at any time prior to the effective date of the merger if the merger is not approved by the Stockholders of either the Surviving Corporation or the Disappearing Corporation on or before the 31<sup>st</sup> day of January, 2008.

**11. Effective Date of Merger.**

- A. This merger shall become effective on the filing of the Articles of Merger with the Sectary of State of the State of Florida.
- B. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement for Merger, or as continued by

statute. All of the rights, privileges, powers, franchises, property and assets of every kind and description of the Disappearing Corporation shall be vested in and be held and enjoyed by the Surviving Corporation.

IN WITNESS WHEREOF, the Surviving Corporation and the Disappearing Corporation have caused their respective corporate names to be signed hereto by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of each corporation.

WINDOWS OF THE WORLD, INC.  
a Florida corporation

By: Sonia R. Najman, Pres  
Sonia R. Najman, President

Attest: Sonia R. Najman, Sec  
Sonia R. Najman, Secretary

WINDOWS OF THE WORLD II, INC.  
a Florida corporation

By: Sonia R. Najman, Pres  
Sonia R. Najman, President

Attest: Sonia R. Najman, Sec  
Sonia R. Najman, Secretary