

G47991

Page 1 of 1

bmc@netlogo.net

From: "Kenneth M. Bloom, Esq." <bloomlaw@earthlink.net>
To: <bmc@netlogo.net>
Sent: Thursday, June 28, 2001 1:09 PM
Attach: Plan&AgreementofMerger.wpd; ArticlesMerger.wpd
Subject: Merger of Miami Medical Letter, Inc. into The Bell Mount Company
Dear Rosie:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -3 AM 9:54

Attached are:

1. Articles of Merger; and
2. Plan and Agreement of Merger.

Each should be signed by you in your dual capacities as President and Secretary of each corporation. A photocopy of the Plan and Agreement of Merger should be attached to the Articles of Merger as an Exhibit and mailed TODAY by U.S. Express Mail, next day delivery, to: Secretary of State, Division of Corporations, P.O. Box 6327, Tallahassee, Florida 32314. The filing fee is \$35.00 for each corporation, hence, \$70.00 plus \$8.75 for a certified copy of the Articles of Merger. Therefore, be sure to include a check for \$78.75 payable to the: Secretary of State, Division of Corporations when mailing this package.

Call me if you have any questions regarding this matter.

Sincerely yours,

Ken

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cc: James Krapf, CPA

Kenneth M. Bloom, Esq.
Bloom & Minsker
1401 Brickell Avenue-Suite 700
Miami, Florida 33131-3503

Office phone: 305-371-6800
Office fax: 305-371-5760

6/28/01
Enclosed please find above
mentioned documents and money for
filing fees and the certified copy of the Articles
of Merger.
Kenneth M. Bloom

Merger
V. SHEPARD
JUL 12 2001

06/28/2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

MIAMI MEDICAL LETTER, INC., a Florida corporation, J22444

INTO

THE BELL MOUNT COMPANY, a Florida entity, G47991

File date: July 3, 2001

Corporate Specialist: Velma Shepard

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -3 AM 9:54

ARTICLES OF MERGER OF
MIAMI MEDICAL LETTER, INC.
INTO
THE BELL MOUNT COMPANY

Pursuant to Sections 607.1104 and 607.1105 of the Florida Statutes, the undersigned corporations, **THE BELL MOUNT COMPANY**, a Florida corporation (Charter Number G47991), and **MIAMI MEDICAL LETTER, INC.**, a Florida corporation (Charter Number J22444), adopt the following Articles of Merger for the purpose of merging **MIAMI MEDICAL LETTER, INC.** into **THE BELL MOUNT COMPANY** (surviving corporation).

Plan And Agreement of Merger

1. The Plan and Agreement of Merger (the Plan) setting forth the terms and conditions of the merger of **MIAMI MEDICAL LETTER, INC.**, a wholly owned subsidiary of The Bell Mount Company, into **THE BELL MOUNT COMPANY** is attached to these Articles as an exhibit and incorporated herein by reference. The Plan was approved by the shareholders of each of the undersigned corporations in the manner prescribed by Florida Statutes.

Adoption of Plan

2. There are 200 shares of stock, each of \$1.00 par value of **THE BELL MOUNT COMPANY** issued and outstanding that were entitled to vote on the Plan. 200 shares were voted in favor of the Plan, and 0 shares were voted against the Plan, at a special meeting of the shareholders of **THE BELL MOUNT COMPANY** held on June 28, 2001.

3. There are 100 shares of stock, each of \$1.00 par value of **MIAMI MEDICAL LETTER, INC.** issued and outstanding that were entitled to vote on the Plan. 100 shares were voted in favor of the Plan, and 0 shares were voted against the Plan, at a special meeting of the shareholders of **MIAMI MEDICAL LETTER, INC.** held on June 28, 2001.

4. The Articles of Incorporation of **THE BELL MOUNT COMPANY** shall be the Articles of Incorporation of the surviving corporation.

Effective Date

5. The Plan shall be effective as of the close of business on June 30, 2001.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of June 28, 2001.

MIAMI MEDICAL LETTER, INC.

By: Rosario A. Levine
ROSARIO A. LEVINE, President

ATTEST:

Rosario A. Levine
ROSARIO A. LEVINE [Secretary]

THE BELL MOUNT COMPANY

By: Rosario A. Levine
ROSARIO A. LEVINE, President

ATTEST:

Rosario A. Levine
ROSARIO A. LEVINE [Secretary]

PLAN AND AGREEMENT OF MERGER

Plan and Agreement of Merger (the Plan) dated June 28, 2001, between **THE BELL MOUNT COMPANY**, hereafter called the "surviving corporation," and **MIAMI MEDICAL LETTER, INC.**, hereafter called the "absorbed corporation." Surviving corporation and absorbed corporation may be collectively referred to as the "constituent corporations."

Recitals

A. Surviving corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 9700 S. W. 67th Avenue, Miami, Florida 33156.

B. Surviving corporation has a capitalization of seven thousand five hundred (7,500) authorized shares of one dollar (\$1.00) par value common stock, of which two hundred (200) shares are issued and outstanding and owned as follows: See Exhibit A attached hereto and made a part hereof.

C. Absorbed corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 9700 S. W. 67th Avenue, Miami, Florida 33156.

D. Absorbed corporation has a capitalization of seven thousand five hundred (7,500) authorized shares of one dollar (\$1.00) par value common stock of which one hundred (100) shares are issued and outstanding and owned as follows: See Exhibit B attached hereto and made a part hereof.

E. Absorbed corporation is a wholly owned subsidiary of surviving corporation.

F. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the constituent corporations and their shareholders that absorbed corporation be merged into surviving corporation pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business 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 hereafter set forth, the constituent corporations agree as follows:

Section One. Merger. **MIAMI MEDICAL LETTER, INC.** shall merge with and into **THE BELL MOUNT COMPANY**. **THE BELL MOUNT COMPANY** shall be the surviving corporation. The shares of **THE BELL MOUNT COMPANY** shall thereupon be owned as follows: See Exhibit C attached hereto and made a part hereof.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to

all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner of converting the shares of the constituent corporations into shares of the surviving corporation is as follows:

(a) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the constituent corporations shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(b) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation, **THE BELL MOUNT COMPANY**, shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. 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 absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Seven. Approval by Shareholders. The Plan shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before June 30, 2001 or at such other time as

to which the boards of directors of the constituent corporations may agree.

Section Eight. Effective Date of Merger. The effective date of this merger shall be as of the close of business on June 30, 2001.

Section Nine. Abandonment of Merger. The Plan may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either of the surviving or the absorbed corporation on or before June 30, 2001; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

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

Executed on behalf of the parties of 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.

THE BELL MOUNT COMPANY

By: 

ROSARIO A. LEVINE, President

Attest: 

ROSARIO A. LEVINE, Secretary

MIAMI MEDICAL LETTER, INC.

By: 

ROSARIO A. LEVINE, President

Attest: 

ROSARIO A. LEVINE, Secretary

EXHIBIT A - Present pre merger stock ownership of THE BELL MOUNT COMPANY
EXHIBIT B - Present pre merger stock ownership of MIAMI MEDICAL LETTER, INC.
EXHIBIT C - Post merger stock ownership of THE BELL MOUNT COMPANY

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EXHIBIT A

THE BELL MOUNT COMPANY

<u>Pre-Merger Share Ownership</u>	<u>Shares</u>	<u>Shareholders Ownership%</u>
Rosario A. Levine	102	51%
Barry Levine	<u>98</u>	<u>49%</u>
	200	100%

EXHIBIT B

MIAMI MEDICAL LETTER, INC.

<u>Pre-Merger Share Ownership</u>	<u>Shares</u>	<u>Shareholders Ownership %</u>
The Bell Mount Company	100	100%

EXHIBIT C

THE BELL MOUNT COMPANY

<u>Post Pre-Merger Share Ownership</u>	<u>Shares</u>	<u>Shareholders Ownership %</u>
Rosario A. Levine	102	51%
Barry Levine	<u>98</u>	<u>49%</u>
	200	100%