

# G 68309

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

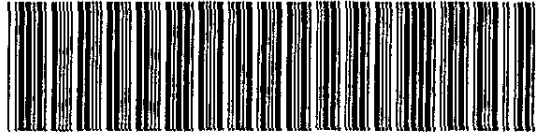
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

David Fikins **SAVE** (Non-Merger)  
**AUTHORIZATION BY PHONE TO**  
**COMM. T. L. P. Names / manner of / title**  
**DATE** 3/17/05 **Attention /**  
**Office Use Only** D. Corneil



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01/28/05--01068--007 \*\*148.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAR 16 PM 3:44

Merger  
3/17/05  
DC



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 3, 2005

DAVID L. AKINS, CPA  
COMPLETE ACCOUNTING SOLUTIONS  
4444 MERRIMAC AVE.  
JACKSONVILLE, FL 32210

SUBJECT: GUBBIO FOOD CORPORATION  
Ref. Number: G68309

We have received your document for GUBBIO FOOD CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2004 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years 2004 through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$900.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2005 Annual Report and Supplemental Fee.

Please make only one selection under sections fifth and sixth of the Articles of Merger. Only one statement should be completed whether it be the statement that states THE PLAN OF MERGER WAS ADOPTED BY THE BOARD OF DIRECTORS OF THE (SURVIVING/MERGING) CORPORATION(S) ON (DATE) AND SHAREHOLDER APPROVAL WAS NOT REQUIRED \*\*\*OR\*\*\* THE PLAN OF MERGER WAS ADOPTED BY THE SHAREHOLDERS OF THE (SURVIVING/MERGING) CORPORATION(S) ON (DATE).

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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If you have any questions concerning the filing of your document, please call  
(850) 245-6906.

Darlene Connell  
Document Specialist

Letter Number: 305A00007727



## Complete Accounting Solutions

4444 Merrimac Avenue  
Jacksonville, FL 32210  
E-mail: Davidakins@cpacomplete.com  
Website: www.cpacomplete.com

Phone: (904) 388-5700  
Fax: (904) 388-7843

March 15, 2005

Ms. Darlene Connell, Document Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Gubbio Food Corporation  
Santioni's of Sawgrass, Inc.  
Paesano's Ristrorante Italiano, Inc.  
Santioni's Enterprises, Inc.

Dear Ms. Connell:

I apologize for this taking so long to get back to you. My delay has been a combination of my client being out of town and my seasonal 'tax season' time constraints.

Enclosed is all the paperwork that was sent back to my client regarding the corporate reinstatements and dissolutions/mergers. I believe I have addressed all the issues we discussed on the phone. You will also notice that I have enclosed a check (number 1567, dated 3-11-05) to pay for the 2005 Annual Report for the surviving corporation (Gubbio Food Corporation).

After processing all this, we should be left with one corporation (Gubbio Food Corporation) who is current with payment of all fees related to the Annual Report and mergers, etc.

Thank you for your help and professionalism in this matter. Please call if there are any further questions or items that need to be addressed.

Sincerely,

David L. Akins, CPA

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** GUBBIO FOOD CORPORATION

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DAVID L. AKINS, CPA

(Name of person)

COMPLETE ACCOUNTING SOLUTIONS

(Name of firm/company)

4444 MERRIMAC AVENUE

(Address)

JACKSONVILLE, FL 32210

(City/state and zip code)

For further information concerning this matter, please call:

DAVID L. AKINS, CPA

(Name of person)

at ( 904 ) 388-5700

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; **please send an additional copy of your document if a certified copy is requested**)

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## 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, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GUBBIO FOOD CORPORATION	Jacksonville, Duval Co., FL	G68309

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Santioni's Enterprises, Inc.	Jacksonville, Duval Co., FL	M81858
Santioni's of Sawgrass, Inc.	Jacksonville, Duval Co., FL	P95000051984
Paesano's Ristorante Italiano, Inc.	Jacksonville, Duval Co., FL	S13643

**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** 01 / 31 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 1-19-05.

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 1-19-05.

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)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAR 16 PM 3:44

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

**Gubbio Food Corporation**

Bulls Lantian

**Bruno Santioni**      **President**

**Santioni's Enterprises, Inc.**

Bonus tantum

**Bruno Santoni**      **President**

**Santioni's of Sawgrass, Inc.**

Burns Johnson

**Bruno Santoni** President

Paesano' Ristorante Italiano, Inc.

Bueno Santiam

**Bruno Santioni**      **President**

\_\_\_\_\_

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1000 2000 3000 4000 5000 6000 7000 8000 9000 10000

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[illegible]

**Figure 1**

\_\_\_\_\_

**Figure 1**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

[illegible]

\_\_\_\_\_

\_\_\_\_\_

Age Group	Percentage
18-24	10%
25-34	20%
35-44	25%
45-54	20%
55-64	15%
65-74	10%
75-84	5%
85+	5%

\_\_\_\_\_

\_\_\_\_\_

[illegible]

\_\_\_\_\_

\_\_\_\_\_

[illegible]

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**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Gubbio Food Corporation</u>	<u>Jacksonville, Duval County, Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Santioni's Enterprises, Inc.</u>	<u>Jacksonville, Duval County, Florida</u>
<u>Santioni's of Sawgrass, Inc.</u>	<u>Jacksonville, Duval County, Florida</u>
<u>Paesano's Ristorante Italiano, Inc.</u>	<u>Jacksonville, Duval County, Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*This merger is made in accordance with Internal Revenue Service Code Section 368 (A)(1)(a) as a tax free merger. All assets and liabilities are merged into the surviving entity.*

*(Attach additional sheets if necessary)*



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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A