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Division of Corporations

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Account Name : FLORIDA FILING & SEARCH SERVICES
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MERGER OR SHARE EXCHANGE

VICTORIA LESSER, INC.

Certificate of Status	0
Certified Copy	1
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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:

Name	Jurisdiction	Document Number (if known/ applicable)
<u>Victoria Lesser, Inc.</u>	<u>New York</u>	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (if known/ applicable)
<u>Victoria Lesser Corporation</u>	<u>Florida</u>	

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 _____ (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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 13, 2006 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on February 13, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
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<u>Victoria Lessor Corporation</u>	<u>Victoria Lessor</u>	<u>Victoria Lessor, President</u>
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<u>Victoria Lessor, Inc.</u>	<u>Victoria Lessor</u>	<u>Victoria Lessor, President</u>
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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Victoria Lesser, Inc.

New York

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Victoria Lesser Corporation

Florida

Third: The terms and conditions of the merger are as follows:

See attached.

Fourth: 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 are as follows:

See attached.

(Attach additional sheets if necessary)

AGREEMENT OF MERGER

AGREEMENT OF MERGER made on Monday, the 13th day of February, 2006, between Victoria Lesser Corporation, a Florida corporation, hereinafter called the Florida Company, and a majority of the directors thereof, and Victoria Lesser, Inc., a New York corporation, hereinafter called the New York Company, and a majority of the directors thereof.

WHEREAS, the Florida Company has an authorized capital stock consisting of one-hundred (100) shares of Common Stock, par value \$1.00 per share, of which 50 shares have been duly issued and are now outstanding, and

WHEREAS, the principal office of the Florida company in the State of Florida is located at PO Box 122, City of Key West, County of Monroe, and Victoria Lesser is the agent in charge thereof upon whom process against the Florida Company may be served within the State of Florida, and

WHEREAS, the New York Company has an authorized capital stock consisting of two-hundred (200) shares of no par value Common Stock of which as of February 13th, 2006, one (1) share was duly issued and outstanding, and

WHEREAS, the principal office of the New York Company in the State of New York is located at PO Box 78, City of North Branch and County of Sullivan, and Victoria Lesser is the agent in charge thereof upon whom process against the New York Company may be served within the State of New York, and

WHEREAS, the Boards of Directors of the Florida Company and the New York Company, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Florida Company merge with the New

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York Company under and pursuant to the provisions of Article 9 of the Business Corporation Law of New York and of Chapter 607 of Title 36 of the Florida Business Organizations Act.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. *Merger.* The Florida Company shall be and it hereby is merged into the New York Company.
2. *Effective Date.* This Agreement of Merger shall become effective immediately upon compliance with the laws of the States of Florida and New York, the time of such effectiveness being hereinafter called the Effective Date.
3. *Surviving Corporation.* The New York Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of New York, but the separate corporate existence of the Florida Company shall cease forthwith upon the Effective Date.
4. *Authorized Capital.* The authorized capital stock of the New York Company following the Effective Date shall be two-hundred (200) shares of Common Stock, no par value unless and until the same shall be changed in accordance with the laws of the State of New York.
5. *Certificate of Incorporation.* The Certificate of Incorporation set forth as Appendix A hereto shall be the Certificate of Incorporation of the New York Company following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon any

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shareholder or director or officer of the New York Company or upon any other person whomsoever are subject to this reserve power. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of the New York Company separate and apart from this Agreement of Merger and may be separately certified as the Certificate of Incorporation of the New York Company.

6. *Bylaws.* The Bylaws set forth as Appendix B hereto shall be the Bylaws of the New York Company following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. *Further Assurance of Title.* If at any time the New York Company shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the New York Company any right, title, or interest of the Florida Company held immediately prior to the Effective Date, the Florida Company and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the New York Company as shall be necessary to carry out the purposes of this Agreement of Merger, and the New York Company and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Florida Company or otherwise.

8. *Conversion of Outstanding Stock.* Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of the Florida Company and all rights in respect thereof shall be converted into one full paid and non-assessable share of Common Stock of the New York Company, and each certificate nominally represented shares of Common Stock of the

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Florida Company shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of the New York Company. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of the New York Company but, as certificates nominally representing shares of Common Stock of the Florida Company are surrendered for transfer, the New York Company will cause to be issued certificates representing shares of Common Stock of the New York Company and, at any time upon surrender by any holder of certificates nominally representing shares of Common Stock of the Florida Company, the New York Company will cause to be issued therefor certificates for a like number of shares of Common Stock of the New York Company.

9. *Book Entries.* As of the Effective Date entries shall be made upon the books of the New York Company in accordance with the following:

(a) The assets and liabilities of the Florida Company shall be recorded at the amounts at which they are carried on the books of the New York Company immediately prior to the Effective Date.

(b) There shall be credited to Capital Stock Account the aggregate amount of the no par value of all of the Common Stock of the New York Company resulting from the conversion of the outstanding Common Shares of the Florida Company.

(c) There shall be credited to additional paid-in capital account an amount equal to that carried on the capital surplus account of the Florida Company immediately prior to the Effective Date.

(d) There shall be credited to Retained Earnings account an amount equal to that carried on the Retained Earnings account of the Florida Company immediately prior to the Effective Date.

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10. *Directors.* The names and post office addresses of the first directors of the New York Company following the Effective Date, who shall be five in number and who shall hold office from the Effective Date until the annual meeting of shareholders of the New York Company held in 2007 and until their successors shall be elected and shall qualify, are as follows:

Victoria Lesser
PO Box 78
North Branch, New York

11. *Officers.* The names and post office addresses of the first officers of the New York Company following the Effective Date, who shall be five in number and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

Victoria Lesser
PO Box 78
North Branch, New York

12. *Vacancies.* If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the New York Company as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law of the Bylaws of the New York Company.

13. *Termination.* This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of the Florida Company at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

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In witness whereof each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Agreement of Merger to be executed by a majority of its directors and its corporate seal to be hereunto affixed.

Seal

VICTORIA LESSER CORPORATION
(A Florida Corporation)

BY:


Victoria Lesser, President

Seal

VICTORIA LESSER, INC.
(A New York Corporation)

BY:


Victoria Lesser, President

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