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K37648

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Merger



COVER LETTER

TO:	Amendment Section Division of Corporations		
SUBJI	ECT: B.A.J. OF MIAM!, INC.		
	(Name of Surv	viving Corporation)	
The en	closed Articles of Merger and fee are s	submitted for filing.	
Please	return all correspondence concerning to	this matter to following:	
VICTO	OR HUGO RAMS		
	(Contact Person)		
SORA	INVESTMENTS CORP. (Firm/Company)		
<u>P. O. I</u>	3OX 561084 (Address)		
MIAMI	, FL 33256 (City/State and Zip Code)	· · ·	
For fur	rther information concerning this matte	er, please call:	
ALDO	P. SOSA (Name of Contact Person)	At (305) 773- 1798 (Area Code & Daytime Telephone Number)	
√ C	ertified copy (optional) \$8.75 (Please se	nd an additional copy of your document if a certified copy is requested)	
	STREET ADDRESS:	MAILING ADDRESS:	
	Amendment Section	Amendment Section	
	Division of Corporations	Division of Corporations	
	Clifton Building	P.O. Box 6327	
	2661 Executive Center Circle Tallahassee, Florida 32301	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 §	urviving corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
B.A.J. OF MIAMI, INC.	FLORIDA	K37648
Second: The name and jurisdiction of ea	sch merging corporation:	
Name	Jurisdiction	Document Number (If known/ applicable)
B.A.J. OF MIAMI, INC.	FLORIDA	K37648
SORA INVESTMENTS, CORP.	FLORIDA	P97000107631
Third: The Plan of Merger is attached. Fourth: The merger shall become effect Department of State.	ive on the date the Articles	s of Merger are filed with the Florida
	cific date. NOTE: An effective ys after merger file date.)	date cannot be prior to the date of filing or more
Fifth: Adoption of Merger by surviving The Plan of Merger was adopted by the s		
The Plan of Merger was adopted by the barehole	ooard of directors of the sur der approval was not requi	
Sixth: Adoption of Merger by merging The Plan of Merger was adopted by the s		
The Plan of Merger was adopted by the b	poard of directors of the meder approval was not requi	• • • • • • • • • • • • • • • • • • • •

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of I	ndividual & Title
BAJ OF MIAMI, INC.	Old Sosa	ALDO P. SOSA	P.D.
SORA INVESTMENTS, CORP.	Victor Hugo Pans	VICTOR H. RAMS SR.	P.D.
<u> </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 <u>surviving</u> corporation:				
Name	Jurisdiction			
B.A.J. OF MIAMI, INC.	FLORIDA			
Second: The name and jurisdiction of each mergin	ng corporation:			
Name	Jurisdiction			
B.A.J. OF MIAMI, INC.	FLORIDA			
SORA INVESTMENTS CORP.	FLORIDA			
Third. The terms and conditions of the merger are as follows:				

The sole stockholder of the surviving Florida Corporation is the sole stockholder of the merging corporation whose shares will be converter into shares of BAJ of Miami, Inc. with the same value.

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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

<u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: NonE