

KH1230

Florida Department of State
Division of Corporations
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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Coscan Presidential Inc.

Please back date to 12/30/99

Certificate of Status	1
Certified Copy	1
Page Count	14
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Morgan
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ARTICLES OF MERGER
Merger Sheet

MERGING:

COSCAN PRESIDENTIAL INC., a Florida corporation, document number
K41230

INTO

COSCAN PRESIDENTIAL INC., a Delaware corporation not qualified in Florida

File date: December 30, 1999

Corporate Specialist: Karen Gibson

JANUARY 3, 2000

COSCAN PRESIDENTIAL INC.
20803 BISCAYNE BLVD
103
AVENTURA, FL 33180US

SUBJECT: COSCAN PRESIDENTIAL INC.
REF: K41230

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER, THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE ELECTRONIC FILING COVER SHEET.

THE MERGER SUBMITTED WAS PREPARED IN COMPLIANCE WITH SECTION 607.1109 FLORIDA STATUTES WHICH PROVIDES FOR MERGERS BETWEEN DOMESTIC CORPORATIONS AND OTHER BUSINESS ENTITIES AS DEFINED IN SECTION 607.1108, FLORIDA STATUTES. PURSUANT TO SECTION 607.1108(7), FLORIDA STATUTES, ANY MERGER CONSISTING SOLELY OF THE MERGER OF ONE OR MORE DOMESTIC CORPORATIONS WITH OR INTO ONE OR MORE FOREIGN CORPORATIONS SHALL BE CONSUMMATED SOLELY IN ACCORDANCE WITH SECTION 607.1107, FLORIDA STATUTES. SECTION 607.1107, FLORIDA STATUTES THEN REFERS YOU TO SECTION 607.1105, FLORIDA STATUTES. ENCLOSED IS A MERGER FORM FOR YOUR CONVENIENCE.

THE PROPER FORM FOR FILING CAN BE RETRIEVED FROM THE INTERNET AT WWW.SUNBIZ.ORG. THIS IS NOT A CROSS-ENTITY MERGER.

DO NOT INCLUDE THE SURVIVING CORPORATION UNDER THE MERGING CORPORATIONS.

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) 487-6880.

KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H99000033571
LETTER NUMBER: 200A00000072

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**ARTICLES OF MERGER
OF
COSCAN PRESIDENTIAL INC.
(a Delaware corporation)
AND
COSCAN PRESIDENTIAL INC.
(a Florida corporation)**

99 DEC 30 PM 2:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Coscan Presidential Inc. Aventura Corporate Center Suite 103 20803 Biscayne Boulevard Aventura, Florida 33180 Florida Document/Registration Number: K14230	Florida	For profit corporation
Coscan Presidential Inc. Aventura Corporate Center Suite 103 20803 Biscayne Boulevard Aventura, Florida 33180	Delaware	For profit corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Coscan Presidential Inc. Aventura Corporate Center Suite 103 20803 Biscayne Boulevard Aventura, Florida 33180	Delaware	For profit corporation

THIRD: The attached Agreement and Plan of Merger was approved on December 30, 1999 by the board of directors and the sole shareholder of Coscan Presidential Inc., a Florida corporation.

FOURTH: The attached Agreement and Plan of Merger was approved on December 30, 1999 by the board of directors and the sole shareholder of Coscan Presidential Inc., a Delaware corporation.

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- FIFTH:** The surviving entity, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.
- SIXTH:** The surviving entity, agrees to pay the dissenting shareholders of each of the parties to the merger the amount, if any, to which they are entitled under section(s) 607.1302, Florida Statutes.
- SEVENTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the incorporating documents or bylaws of any corporation that is a party to the merger.
- EIGHTH :** The merger shall become effective at 5:00 p.m. EST on the date the Articles of Merger are filed with Florida Department of State.
- NINTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned has signed his name and affirmed that this instrument is the act and deed of the corporation and that the statements herein are true, under penalties of perjury, this 30th day of December, 1999.

COSCAN PRESIDENTIAL INC.
(a Florida corporation)

By: 
Albert Piazza, President

COSCAN PRESIDENTIAL INC.
(a Delaware corporation)

By: 
Albert Piazza, President

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("this Agreement") is made and entered into as of December 8, 1999, between Coscan Presidential Inc., a Florida corporation ("Coscan Presidential Florida"), and Coscan Presidential Inc., a Delaware corporation ("Coscan Presidential Delaware"). Coscan Presidential Florida and Coscan Presidential Delaware are from time to time herein referred to as the "Constituent Corporations."

RECITALS

A. Coscan Presidential Florida is a corporation duly organized and existing under the laws of the State of Florida and, on the date hereof, has authority to issue 7,500 shares of common stock, \$1.00 par value per share ("Coscan Presidential Florida Common Stock"), of which 1,000 shares are issued and outstanding as of December 8, 1999.

B. Coscan Presidential Delaware is a corporation duly organized and existing under the laws of the State of Delaware and, on the date hereof, has authority to issue 7,500 shares of common stock, par value \$1.00 per share ("Coscan Presidential Delaware Common Stock"), of which 100 shares are issued and outstanding.

C. The Boards of Directors of the Constituent Corporations deem it advisable and to the advantage of the Constituent Corporations and their respective shareholders that Coscan Presidential Florida be merged with and into Coscan Presidential Delaware for the purpose of changing the jurisdiction of incorporation of Coscan Presidential Florida from the State of Florida to the State of Delaware.

D. Each of the Constituent Corporations has, subject to approval by its shareholders, adopted the Plan of Merger embodied in this Agreement.

AGREEMENT

In consideration of the terms hereof, the Constituent Corporations do hereby agree to merge on the terms and conditions herein provided, as follows:

1. THE MERGER

1.1 THE MERGER

Upon the terms and subject to the conditions hereof, on the Effective Date (as hereinafter defined), Coscan Presidential Florida shall be merged with and into Coscan Presidential Delaware in accordance with the applicable laws of the States of Florida and Delaware (the "Merger"). The separate existence of Coscan Presidential Florida shall cease, and Coscan Presidential Delaware shall be the surviving corporation (the "Surviving Corporation") and shall be governed by the laws of the State of Delaware.

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1.2 EFFECTIVE DATE

The Merger shall become effective on the date and at the time of filing of Articles of Merger, in substantially the form annexed hereto as Appendix A, with the Secretary of State of the State of Florida, and a Certificate of Merger in substantially the form annexed hereto as Appendix B with the Secretary of State of the State of Delaware, whichever later occurs (the "Effective Date"), all after satisfaction of the requirements of the applicable laws of such States prerequisite to such filings, including without limitation the approval of the shareholders of the Constituent Corporations.

1.3 CERTIFICATE OF INCORPORATION

On the Effective Date, the Certificate of Incorporation of Coscan Presidential Delaware, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

1.4 BYLAWS

On the Effective Date, the Bylaws of Coscan Presidential Delaware, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the bylaws of the Surviving Corporation.

1.5 DIRECTORS AND OFFICERS

The directors and officers of Coscan Presidential Delaware immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, until their successors shall have been duly elected and qualified or until otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

2. CONVERSION OF SHARES

2.1 COSCAN PRESIDENTIAL FLORIDA COMMON STOCK

Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share of Coscan Presidential Florida Common Stock outstanding immediately prior thereto shall be changed and converted into one fully paid and nonassessable share of the common stock of the Surviving Corporation, par value of \$1.00 per share ("Survivor Stock").

2.2 COSCAN PRESIDENTIAL DELAWARE COMMON STOCK

Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of Coscan Presidential Delaware Common Stock outstanding immediately prior thereto shall be cancelled and returned to the status of authorized but unissued shares.

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2.3 EXCHANGE OF CERTIFICATES

Each person who becomes entitled to receive Survivor Stock by virtue of the Merger shall be entitled to receive from the Surviving Corporation, as promptly as practicable after the Effective Time, a certificate or certificates representing the number of shares of Survivor Stock to which such person is entitled as provided herein.

3. EFFECT OF THE MERGER

3.1 RIGHTS, PRIVILEGES, ETC.

On the Effective Date of the Merger, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of Coscan Presidential Florida and Coscan Presidential Delaware; all property and rights of every description and every interest therein, and all debts and other obligations of or belonging to or due to each of Coscan Presidential Florida and Coscan Presidential Delaware on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Surviving Corporation without further act or deed; title to any real estate, and any rights or interests therein vested in Coscan Presidential Florida or Coscan Presidential Delaware, shall not revert or in any way be impaired by reason of this merger; and all of the rights of creditors of Coscan Presidential Florida and Coscan Presidential Delaware shall be preserved unimpaired, and all liens upon the property of Coscan Presidential Florida or Coscan Presidential Delaware shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thenceforth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

3.2 FURTHER ASSURANCES

From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Coscan Presidential Florida such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of Coscan Presidential Florida and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Coscan Presidential Florida or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

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4. GENERAL

4.1 ABANDONMENT

At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Coscan Presidential Florida or Coscan Presidential Delaware or both, notwithstanding the approval of this Agreement by the shareholders of Coscan Presidential Florida and Coscan Presidential Delaware.

4.2 AMENDMENT

At any time prior to the Effective Date, this Agreement may be amended or modified in writing by the Board of Directors of either Coscan Presidential Florida or Coscan Presidential Delaware or both; provided, however, that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the rights of the shareholders of such Constituent Corporation.

4.3 GOVERNING LAW

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Delaware and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

4.4 COUNTERPARTS

In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

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IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date and year first written.

COSCAN PRESIDENTIAL INC. (a Florida corporation)

By: 
Albert Piazza, President

COSCAN PRESIDENTIAL INC. (a Delaware corporation)

By: 
Albert Piazza, President

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APPENDIX A

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**ARTICLES OF MERGER
OF
COSCAN PRESIDENTIAL INC.
(a Delaware corporation)
AND
COSCAN PRESIDENTIAL INC.
(a Florida corporation)**

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Coscan Presidential Inc. Aventura Corporate Center Suite 103 20803 Biscayne Boulevard Aventura, Florida 33180 Florida Document/Registration Number: K14230	Florida	For profit corporation
Coscan Presidential Inc. Aventura Corporate Center Suite 103 20803 Biscayne Boulevard Aventura, Florida 33180	Delaware	For profit corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Coscan Presidential Inc. Aventura Corporate Center Suite 103 20803 Biscayne Boulevard Aventura, Florida 33180	Delaware	For profit corporation

THIRD: The attached Agreement and Plan of Merger was approved on December 30, 1999 by the board of directors and the sole shareholder of Coscan Presidential Inc., a Florida corporation.

FOURTH: The attached Agreement and Plan of Merger was approved on December 30, 1999 by the board of directors and the sole shareholder of Coscan Presidential Inc., a Delaware corporation.

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- FIFTH:** The surviving entity, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.
- SIXTH:** The surviving entity, agrees to pay the dissenting shareholders of each of the parties to the merger the amount, if any, to which they are entitled under section(s) 607.1302, Florida Statutes.
- SEVENTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the incorporating documents or bylaws of any corporation that is a party to the merger.
- EIGHTH :** The merger shall become effective at 5:00 p.m. EST on the date the Articles of Merger are filed with Florida Department of State.
- NINTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned has signed his name and affirmed that this instrument is the act and deed of the corporation and that the statements herein are true, under penalties of perjury, this 30th day of December, 1999.

COSCAN PRESIDENTIAL INC.
(a Florida corporation)

By: 
Albert Piazza, President

COSCAN PRESIDENTIAL INC.
(a Delaware corporation)

By: 
Albert Piazza, President

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JAN. 3.2000 4:00PM BWR

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APPENDIX B

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CERTIFICATE OF MERGER

OF

COSCAN PRESIDENTIAL INC.
(a Delaware corporation)

AND

COSCAN PRESIDENTIAL INC.
(a Florida corporation)

In accordance with Section 252 of the Delaware General Corporation Law, the undersigned, Albert Piazza, being the President of COSCAN PRESIDENTIAL INC., a Delaware corporation, DOES HEREBY CERTIFY as follows:

- (1) The name and state of incorporation of each of the constituent corporations are COSCAN PRESIDENTIAL INC., a Delaware corporation, and COSCAN PRESIDENTIAL INC., a Florida corporation.
- (2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law.
- (3) The name of the surviving corporation is COSCAN PRESIDENTIAL INC.
- (4) The surviving corporation, COSCAN PRESIDENTIAL INC., will be a Delaware corporation and its Certificate of Incorporation as currently filed with the Secretary of State of the State of Delaware shall be the Certificate of Incorporation of the surviving corporation.
- (5) The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation:

Aventura Corporate Center, Suite103,
20803 Biscayne Boulevard
Aventura, Florida 33180;

- (6) A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any current stockholder of either constituent corporation.
- (7) The authorized capital stock of COSCAN PRESIDENTIAL INC., a Florida corporation, consists of 7,500 shares of Common Stock, \$1.00 par value per share.
- (8) This certificate shall become effective at 5:00 p.m. EST on the date it is filed.

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IN WITNESS WHEREOF, the undersigned has signed his name and affirmed that this instrument is the act and deed of the corporation and that the statements herein are true, under penalties of perjury, this 30th day of December, 1999.

COSCAN PRESIDENTIAL INC.
(a Delaware corporation)

By: 
Albert Piazza, President

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