

K64484

(Requestor's Name)

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(City/State/Zip/Phone #)

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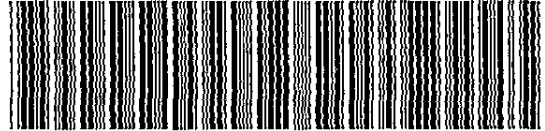
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOV 29 2005

Marger

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ARTICLES OF MERGER

Dear Sir or Madam:

The enclosed Articles of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

ROBERT F. COHEN CPA

(Name of Person)

ROBERT F. COHEN CPA P.A.

(Firm/Company)

2918 BUSCH LAKE BLVD

(Address)

TAMPA, FL 33614

(City/State and Zip Code)

For further information concerning this matter, please call:

ROBERT F. COHEN

(Name of Person)

at ( 813 ) 932-7415

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Audit Fax #:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**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)
YBI, DIVERSIFIED, INC.	Florida	K64484

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
J.R. ASSOCIATES OF PINELLAS, INC.	Florida	J93739

**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 in the future.)

**Fifth:** Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 23, 2005.

*(Attach additional sheets if necessary)*

Audit Fax #: \_\_\_\_\_

**Sixth:** Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation on May 23, 2005.

**Seventh: SIGNATURES FOR EACH CORPORATION**

**SURVIVING CORPORATION:**

YBI, DIVERSIFIED, INC.

By: 

RONALD H. GOLDSTEIN

Its: President

**MERGING CORPORATION:**

J.R. ASSOCIATES OF PINELLAS, INC.

By: 

RONALD H. GOLDSTEIN

Its: President

Audit Fax #: \_\_\_\_\_

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

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>
YBI, DIVERSIFIED, INC.	Florida

The name and address of the president/manager of the surviving parent corporation is: Ronald H. Goldstein, P.O. Box 341393, Tampa, FL 33624.

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
J.R. ASSOCIATES OF PINELLAS, INC.	Florida

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:

1. The Subsidiary will be merged into the Parent.
2. The outstanding shares of the Subsidiary will be cancelled in exchange for the assets of the Subsidiary.
3. The Subsidiary shall from time to time, as and when requested by Parent, execute and deliver all such documents and instruments and take such action necessary or desirable to evidence or carry out this merger.

*(Attach additional sheets if necessary)*

PLAN OF MERGER

PAGE 1

Audit Fax #: \_\_\_\_\_

Audit Fax #: \_\_\_\_\_

IN WITNESS WHEREOF, the parties have executed this Plan of Merger, effective the  
\_\_\_\_ day of \_\_\_\_\_, 2005.

**PARENT CORPORATION:**

YBI, DIVERSIFIED, INC.

By: 

RONALD H. GOLDSTEIN

Its: President

**SUBSIDIARY CORPORATION:**

J.R. ASSOCIATES OF PINELLAS, INC.

By: 

RONALD H. GOLDSTEIN

Its: President

**AGREEMENT OF MERGER AND  
PLAN OF REORGANIZATION  
MERGING  
J.R. ASSOCIATES OF PINELLAS, INC.  
INTO  
YBI, DIVERSIFIED, INC.**

**THIS AGREEMENT** of Merger and Plan of Reorganization is made effective May 23, 2005, by and between J.R. ASSOCIATES OF PINELLAS, INC., a Florida Corporation (the "Merging Corporation"), and YBI, DIVERSIFIED, INC., a Florida Corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

**WHEREAS**, the principal and registered office of the Surviving Corporation is in the State of Florida, located at P.O. Box 341393, Tampa, FL 33624, Hillsborough County, Florida, its Registered Agent being Ronald H. Goldstein, whose address is 3375 East Bay Drive, Largo, FL 33771; and

**WHEREAS**, the principal and registered office of the Merging Corporation is in the State of Florida, located at 4701 North Westshore Blvd., Tampa, FL 33614, Hillsborough County, Florida, its Registered Agent being Alan S. Gassman, whose address is 1245 Court Street, Suite 102, Clearwater, FL 33756; and

**WHEREAS**, the Directors of the Constituent Corporations deem it advisable and to the advantage of the Corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

**ARTICLE I**

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The Surviving Corporation shall be the Corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

## ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interests after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

## ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Florida for approval.

## ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

J.R. ASSOCIATES OF PINELLAS, INC.

By: 

RONALD H. GOLDSTEIN

Its: President

YBI, DIVERSIFIED, INC.

By: 

RONALD H. GOLDSTEIN

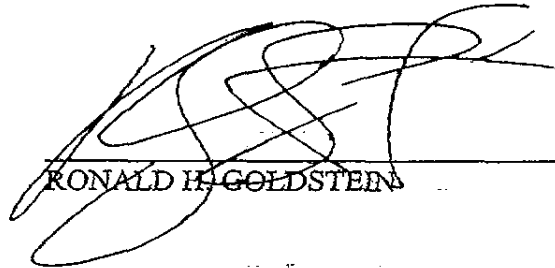
Its: President



### NOTICE OF NAME CHANGE

Please make note that effective May 23, 2005, the Corporation that has formerly been known as J.R. ASSOCIATES OF PINELLAS, INC. is now operating under the name YBI, DIVERSIFIED, INC.

Please change your records accordingly.



RONALD H. GOLDSTEIN

**MINUTES OF A SPECIAL MEETING OF SHAREHOLDER  
OF  
J.R. ASSOCIATES OF PINELLAS, INC.**

A SPECIAL MEETING of the sole Shareholder of J.R. ASSOCIATES OF PINELLAS, INC. was held at 4701 NORTH WESTSHORE BLVD., TAMPA, FL 33614, effective May 23, 2005, for the following purpose:

Consideration and voting on a Plan and Agreement of Merger, a copy of which is enclosed with this Notice, providing for the merger of J.R. ASSOCIATES OF PINELLAS, INC. into YBI, DIVERSIFIED, INC. with the Shareholder to give up all stock in J.R. ASSOCIATES OF PINELLAS, INC.

It was ratified and confirmed that the sole Shareholder of J.R. ASSOCIATES OF PINELLAS, INC. has hereby approved said Plan of Merger.

There being no further business to come before the meeting, it was, adjourned.

J.R. ASSOCIATES OF PINELLAS, INC.

By: \_\_\_\_\_

RONALD H. GOLDSTEIN,  
Shareholder

**SHAREHOLDER RESOLUTION APPROVING  
PLAN AND AGREEMENT OF MERGER**

**WHEREAS**, there has been presented to this meeting a Plan and Agreement of Merger, (the Plan and Agreement), a copy of which is attached to this Resolution, between YBI, DIVERSIFIED, INC. and this Corporation; and

**WHEREAS**, it is deemed in the best interests of the Shareholder of this Corporation that the terms and conditions of the Plan and Agreement be approved and performed; and

**WHEREAS**, the proposed Plan of Merger was recommended to the Shareholders by the Board of Directors.

**NOW, THEREFORE**, it is:

**RESOLVED**, that the Plan and Agreement between this Corporation and YBI, DIVERSIFIED, INC. submitted to this meeting is approved in the form attached to this Resolution.

**RESOLVED FURTHER**, that the Board of Directors and Officers of the Corporation are authorized on behalf of the Corporation to take all actions and to execute and file all documents that may be necessary or convenient to carry out and perform the Plan and Agreement.

**IN WITNESS WHEREOF**, the undersigned have executed this Resolution effective May 23, 2005.

J.R. ASSOCIATES OF PINELLAS, INC.

By

RONALD H. GOLDSTEIN.

Shareholder

**BOARD OF DIRECTORS  
RESOLUTION APPROVING PLAN AND  
AGREEMENT OF MERGER**

**WHEREAS**, there has been presented to and discussed at this meeting a proposed Plan and Agreement of Merger (the Plan and Agreement), a copy of which is attached to these Resolutions, providing for the merger of J.R. ASSOCIATES OF PINELLAS, INC. into YBI, DIVERSIFIED, INC.; and

**WHEREAS**, the Board of Directors deems it to be in the best interests of this Corporation and its Shareholders that the Plan and Agreement be approved and that J.R. ASSOCIATES OF PINELLAS, INC. shall be merged into YBI, DIVERSIFIED, INC.

**NOW, THEREFORE, IT IS:**

**RESOLVED**, that the terms and conditions of the proposed Plan and Agreement presented to this meeting, and the mode of carrying them into effect as well as the manner of converting the shares of the Constituent Corporations into shares of the Surviving Corporation as set forth in the Plan and Agreement, are by these Resolutions approved.

**RESOLVED FURTHER**, that the President of this Corporation is directed to execute the Plan and Agreement in the name and on behalf of this Corporation and to deliver a duly executed copy of it to J.R. ASSOCIATES OF PINELLAS, INC.

**RESOLVED FURTHER**, that a special meeting of the Shareholders of this Corporation for the purposes of considering and voting on the proposed Plan and Agreement was held effective \_\_\_\_\_, 2005.

**RESOLVED FURTHER**, that all preparations for and conduct of the above matters be carried out in full compliance with all applicable federal and State securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under those laws.

**RESOLVED FURTHER**, that should the Shareholders of this Corporation approve the proposed Plan and Agreement in the manner required by the provisions of the Florida Business Corporation Law, the Officers of this Corporation are directed to execute, acknowledge, file, and deliver these instruments and do other acts in the name and on behalf of the Corporation as may be necessary or proper to perform fully the terms and conditions of the proposed Plan and Agreement of Merger.

**RESOLVED FURTHER**, that the proposed Plan of Merger be recommended to the Shareholders.

**IN WITNESS WHEREOF**, the undersigned has executed this Resolution Approving Plan and Merger effective May 23, 2005.

J.R. ASSOCIATES OF PINELLAS, INC.

By:

RONALD N. GOLDSTEIN  
President & Director

By:

JERRY GOLDSTEIN,  
Secretary & Director

**SHAREHOLDER RESOLUTION APPROVING  
PLAN AND AGREEMENT OF MERGER**

**WHEREAS**, there has been presented to this meeting a Plan and Agreement of Merger, (the Plan and Agreement), a copy of which is attached to this Resolution, between J.R. ASSOCIATES OF PINELLAS, INC. and this Corporation; and

**WHEREAS**, it is deemed in the best interests of the Shareholder of this Corporation that the terms and conditions of the Plan and Agreement be approved and performed; and

**WHEREAS**, the proposed Plan of Merger was recommended to the Shareholders by the Board of Directors.

**NOW, THEREFORE**, it is:

**RESOLVED**, that the Plan and Agreement between this Corporation and J.R. ASSOCIATES OF PINELLAS, INC. submitted to this meeting is approved in the form attached to this Resolution.

**RESOLVED FURTHER**, that the Board of Directors and Officers of the Corporation are authorized on behalf of the Corporation to take all actions and to execute and file all documents that may be necessary or convenient to carry out and perform the Plan and Agreement.

**IN WITNESS WHEREOF**, the undersigned have executed this Resolution effective May 23, 2005.

YBI, DIVERSIFIED, INC.

By: 

RONALD H. GOLDSTEIN,  
Shareholder

**MINUTES OF A SPECIAL MEETING OF SHAREHOLDER  
OF  
YBI, DIVERSIFIED, INC.**

A SPECIAL MEETING of the Shareholder of YBI, DIVERSIFIED, INC. was held in Tampa, FL 33624 effective May 23, 2005, for the following purpose:

Consideration and voting on a Plan and Agreement of Merger, a copy of which is enclosed with this Notice, providing for the Merger of J.R. ASSOCIATES OF PINELLAS, INC. into YBI, DIVERSIFIED, INC.

It was ratified and confirmed that the sole Shareholder of YBI, DIVERSIFIED, INC. has hereby approved said Plan of Merger.

There being no further business to come before the meeting, it was, adjourned.

YBI, DIVERSIFIED, INC.

By: 

RONALD H. GOLDSTEIN,  
Shareholder

**BOARD OF DIRECTORS  
RESOLUTION APPROVING PLAN AND  
AGREEMENT OF MERGER**

**WHEREAS**, there has been presented to and discussed at this meeting a proposed Plan and Agreement of Merger (the Plan and Agreement), a copy of which is attached to these Resolutions, providing for the merger of J.R. ASSOCIATES OF PINELLAS, INC. into YBI, DIVERSIFIED, INC.; and

**WHEREAS**, the Board of Directors deems it to be in the best interests of this Corporation and its Shareholders that the Plan and Agreement be approved and that J.R. ASSOCIATES OF PINELLAS, INC. shall be merged into YBI, DIVERSIFIED, INC.

**NOW, THEREFORE, IT IS:**

**RESOLVED**, that the terms and conditions of the proposed Plan and Agreement presented to this meeting, and the mode of carrying them into effect as well as the manner of converting the shares of the Constituent Corporations into shares of the Surviving Corporation as set forth in the Plan and Agreement, are by these Resolutions approved.

**RESOLVED FURTHER**, that the President of this Corporation is directed to execute the Plan and Agreement in the name and on behalf of this Corporation and to deliver a duly executed copy of it to YBI, DIVERSIFIED, INC.

**RESOLVED FURTHER**, that a special meeting of the Shareholders of this Corporation for the purposes of considering and voting on the proposed Plan and Agreement was held effective May 23, 2005.

**RESOLVED FURTHER**, that all preparations for and conduct of the above matters be carried out in full compliance with all applicable federal and State securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under those laws.

**RESOLVED FURTHER**, that should the Shareholders of this Corporation approve the proposed Plan and Agreement in the manner required by the provisions of the Florida Business Corporation Law, the Officers of this Corporation are directed to execute, acknowledge, file, and deliver these instruments and do other acts in the name and on behalf of the Corporation as may be necessary or proper to perform fully the terms and conditions of the proposed Plan and Agreement of Merger.

**RESOLVED FURTHER**, that the proposed Plan of Merger be recommended to the Shareholders.



**IN WITNESS WHEREOF**, the undersigned has executed this Resolution Approving Plan and Merger effective May 23, 2005.

**YBI, DIVERSIFIED, INC.**

By: 

**RONALD H. GOLDSTEIN,**  
Director & President

By: 

**JERRY GOLDSTEIN,**  
Director & Secretary