

# L03000007860

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## MERGER OR SHARE EXCHANGE

TOSCANACCIO, LLC

Certificate of Status	0
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Page Count	02
Estimated Charge	\$87.50

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\* \* \* COMMUNICATION RESULT REPORT ( MAR. 10. 2003 11:04AM ) \* \* \*

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From: Account Name : BECKER AND POLIAKOFF, P.A.  
 Account Number : 072720000214  
 Phone : (954) 364-6007  
 Fax Number : (954) 985-4138

ARTICLES OF MERGER  
Merger Sheet

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MERGING: \_\_\_\_\_

TOSCANACCIO, INC. (P02000115946), A FLORIDA CORPORATION

INTO

**TOSCANACCIO, LLC**, a Florida entity, L03000007860.

File date: March 10, 2003

Corporate Specialist: Buck Kohr

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**ARTICLES OF MERGER**  
**OF**  
**P'TOSCANACCIO, INC.**  
 (a Florida company)  
**INTO**  
**TOSCANACCIO, LLC**  
 (a Florida limited liability company)

P02000115946  
 L03000007860  
 FILED  
 MAR 10 2003  
 STATE OF FLORIDA  
 HALL COUNTY

Pursuant to Sections 607.1109 and 608.4382 of the Florida Business Corporation Act and the Florida Limited Liability Company Act, respectively, the undersigned corporation and limited liability company adopt the following Articles of Merger:

**FIRST:** The plan of merger is as follows:

1. **Merger.** P'Toscanaccio, Inc., a Florida corporation ("INC") shall be merged with and into (the "Merger") Toscanaccio, LLC, a Florida limited liability company ("LLC"). INC and LLC are sometimes hereinafter collectively referred to as the "Constituent Entities." LLC shall be the surviving entity to the Merger (the "Surviving Entity").
2. **Articles of Organization.** The Articles of Organization of LLC, as same shall exist from and after the Effective Date, shall be the Articles of Organization of the Surviving Entity following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred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 Articles of Organization of the Surviving Entity, shall constitute the Articles of Organization of the Surviving Entity separate and apart from these Articles of Merger.
3. **Succession.** On the Effective Date, LLC shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of INC, except insofar as it may be continued by operation of law, shall be terminated and cease.
4. **Effect of Merger.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Entities or their shareholders or members, each issued and outstanding shares of stock of INC shall be converted into a number of membership interests of the LLC which shall constitute forty percent (40%) of the outstanding membership interests of the LLC.

**SECOND:** The Merger shall be effective on the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").


**THIRD:** The Plan of Merger was adopted by the board of directors and sole shareholder of INC on the 5<sup>th</sup> day of March, 2003, and the sole member of LLC on the 5<sup>th</sup> day of March, 2003.

Robert J. Burnett, Esq.  
 Florida Bar No. 0117978  
 Becker & Poliakoff, P.A.  
 3111 Stirling Road  
 Ft. Lauderdale, FL 33312  
 (954) 364-6007

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Signed this 5<sup>th</sup> day of March, 2003.

**TOSCANACCIO, INC., a Florida corporation**

By:   
Michele Puddu as sole director and officer  
and individually as sole shareholder

**TOSCANACCIO, LLC,  
a Florida limited liability company  
By its sole member Ponsard Holdings, LLC**

By:   
Jonathan Ponsard, Sole Member

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Ponsard Holdings, LLC and Michele Puddu will be the managing members of the surviving entity. The business address of both Ponsard Holdings, LLC and Michele Puddu is 110 E. Broward Boulevard, Suite 1900, Ft. Lauderdale, FL 33301.

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