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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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MERGER OR SHARE EXCHANGE

stella's international dance club, llc

| | |
|-----------------------|----------|
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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| Stella's Stars International Dance Club, Inc. 7333 Miami Lakes Drive, Suite 588 Miami Lakes, FL 33014 Florida Document/Registration Number: P03000057260 | Miami-Dade | Corporation |

| | | |
|---|------------|-------------|
| Stella's International Dance Club, LLC 7333 Miami Lakes Drive, Suite 588 Miami Lakes, FL 33014 Florida Document/Registration Number: <u>L03000040778</u> | Miami-Dade | 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> |
|---|---------------------|--------------------|
| Stella's International Dance Club, LLC 7333 Miami Lakes Drive, Suite 588 Miami Lakes, FL 33014 Florida Document/Registration Number: _____ | Miami-Dade | Corporation |

FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, 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 company that is a party to the merger.

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domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, of any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual



Norman Hem

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the 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 the amount, of any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|---|---------------------|
| Stella's Stars International Dance Club, Inc. 7333 Miami Lakes Drive, Suite 588 Miami Lakes, FL 33014 Florida Document/Registration Number: P03000057260 | Miami-Dade |

| | |
|--|------------|
| Stella's International Dance Club, LLC. 7333 Miami Lakes Drive, Suite 588 Miami Lakes, FL 33014 Florida Document/Registration Number: _____ | Miami-Dade |
|--|------------|

SECOND: The exact name and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|--|---------------------|
| Stella's International Dance Club, LLC. 7333 Miami Lakes Drive, Suite 588 Miami Lakes, FL 33014 Florida Document/Registration Number: _____ | Miami-Dade |

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

Change of structure of the corporation from a Florida Corporation to a Limited Liability Corporation.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Transferring all of the shares interests and obligations of the Corporation to the LLC. Full transfer.

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- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Transferring all of the shares interests and obligations of the Corporation to the LLC. Full transfer.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

| <u>Name(s) and Address(es) of General Partner(s)</u> | <u>If General Partner is a Non-Individual, Florida Document/Registration Number</u> |
|--|---|
|--|---|

Norman Hem, Manager
7400 Miami Lakes Drive, Suite D102
Miami Lakes, FL 33014

Stella Cabeca, Managing Member
1930 N.E. 173 St.
North Miami Beach, FL 33162

George Cabeca, Managing Member
1930 N.E. 173 St.
North Miami Beach, FL 33162

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Norman Hem, Manager
7400 Miami Lakes Drive, Suite D102
Miami Lakes, FL 33014

Stella Cabeca, Managing Member
1930 N.E. 173 St.
North Miami Beach, FL 33162

George Cabeca, Managing Member
1930 N.E. 173 St.
North Miami Beach, FL 33162

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