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**Florida Department of State
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**Division of Corporations
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MERGER OR SHARE EXCHANGE

JULIEL LLC

Certificate of Status	0
Certified Copy	0
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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>
<u>L. Juliel Inc</u>	<u>Florida</u>	<u>Corporation</u>

Florida Document/Registration Number: P04000034456 FEI Number: applied for

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>L. Juliel LLC</u>	<u>Florida</u>	<u>Limited liability Company</u>

Florida Document/Registration Number: L04000094252 FEI Number: 20-2476938

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 jurisdiction.

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 liability company that is a party to the merger.

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, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

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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

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed of Individual</u>
Juliel LLC		Lisette Salazar
Juliel Inc.		Lisette Salazar

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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>
<u>Juliel Inc</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Juliel LLC</u>	<u>Florida</u>

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

By virtue of the merger and without any further action of the part of the corporation (Juliel Inc) or its shareholders, every share issued and outstanding shall without further action be converted into one fully paid membership certificate of the limited liability company (Juliel LLC).

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:

By virtue of the merger and without any further action of the part of the corporation (Juliel Inc) or its shareholders, every share issued and outstanding shall without further action be converted into one fully paid membership certificate of the limited liability company (Juliel LLC).

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

By virtue of the merger and without any further action of the part of the corporation (Juliel Inc) or its shareholders, every share issued and outstanding shall without further action be converted into one fully paid membership certificate of the limited liability company (Juliel LLC).

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06-02-2005

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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:

If General Partner is a Non-Individual,
Name(s) and Address(es) of General Partner(s) Florida Document/Registration No.

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:

<u>Name</u>	<u>Address</u>
Ellen Blasi	260 Crandon Blvd. # 48 Key Biscayne, FL 33149

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

The Plan of Merger was adopted by the Board of Directors & Shareholders of Juliel Inc on December 30, 2004 and by the Managers & Members of Juliel LLC on December 30, 2004.

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