

LD8000115688

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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MAR 19 2009

EXAMINER



900139155759

01/05/03--01073--015 **180.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR 18 AM 10:27

*file together -
Serial Mergers*

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Milady Fashions, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Mark S. Gallegos
(Contact Person)
Gallegos & Associates
(Firm/Company)
9130 S. Dadeland Blvd. #1209
(Address)
Miami FL 33156
(City, State and Zip Code)

For further information concerning this matter, please call:

Mark S. Gallegos at (305) 671 8899
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☒ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Milady Fashions, LLC
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Mark S. Gallegos
(Contact Person)
Gallegos & Associates
(Firm/Company)
9130 S Dadeland Blvd. #1209
(Address)
Miami FL 33156
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR 18 AM 10:27

For further information concerning this matter, please call:

Mark S Gallegos at (305) 671-8899
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Milady Inc	FL Corp	for profit DOI-107401

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Milady Fashions LLC	FL, LLC	for profit L08-115688

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Jan 2, 2009

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

251 SW 25 Road Rear

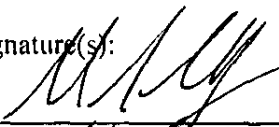
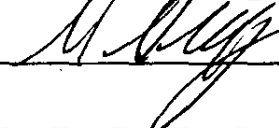
Miami FL 33129

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger. ^{N/A}

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Milady Inc.		Mark Gallegos Attorney in fact
Milady Fashions LLC		Mark Gallegos Attorney in fact

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Milady Inc.	FL Corp	for profit corp

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Milady Fashions LLC	Florida Limited Liability Company	for profit LLC

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

It is In the best interest of the Merging Party and the owners of the Surviving Party to complete this merger.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

one share shall be converted to one
membership interest percentage

(Attach additional sheet if necessary)

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

Each share shall be entitled to acquire the interests
of one percent of the Membership interests

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Haggazon Boston 251 SW 25 Road Rear
Miami FL 33129

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)