

L09000032682

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

A. LUNT

AUG - 3 2009

EXAMINER

Office Use Only



000158341790

07/13/09--01070--011 **78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 15, 2009

MARK GELMAN
1425 SW 126TH AVE.
DAVIE, FL 33325

SUBJECT: ABUK LLC
Ref. Number: L09000032682

We have received your document for ABUK LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 409A00024287

ABUK LLC
1425 SW 126 Avenue
Davie, FL 33325

July 22, 2009

Agnes Lunt
Regulatory Specialist II
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: ABUK LLC, No: L09000032682

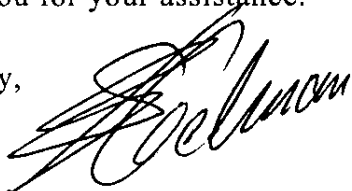
Dear Ms. Lunt,

In respond to your letter dated July 15, 2009, we have corrected requested misstatements that were originally made due to mechanical error.

Please accept the corrected documents with our intention to formally consummate the merger of two organizations under Florida law.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark Gelman', is written over the word 'Sincerely,'.

Mark Gelman
President of ABUK, LLC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ABUK LLC

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Mark Gelman

(Contact Person)

President, ABUK LLC

(Firm/Company)

1425 SW 126th Ave.

(Address)

Davie, FL 33325

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Mark Gelman

(Name of Contact Person)

At (305) 758-9288

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

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, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ABUK LLC	State of Florida	L09000032682

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ABUK Corp.	St. Vincent & Grenadines	

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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 06 / 25 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 06/24/2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on N/A and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 06/15/2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on N/A and shareholder approval was not required.

(Attach additional sheets if necessary)

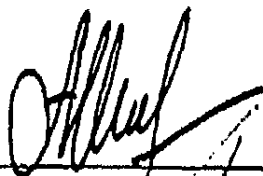
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

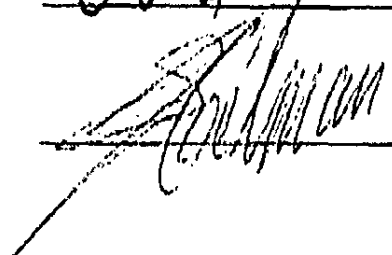
Typed or Printed Name of Individual & Title

ABUK Corp.



Alexander Ivanov

ABUK LLC



Mark Gelman

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
ABUK LLC	State of Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
ABUK Corp.	St. Vincent & Grenadines

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

- and A. Whereas the ABUK LLC was incorporated under the laws of the State of Florida.
and B. Whereas the ABUK CORP. was incorporated in St. Vincent And The Grenadines.
and C. Whereas the ABUK LLC primary offices and business have been located in Florida.
and D. Whereas the ABUK CORP. owns the following 3 (three) property located in Florida

- 1) BONAVIDA CONDO UNIT 805 - 8TH FLOOR UNDIV. 7441% INT IN COMMON ELEMENTS CLERKS FILE 73R-133216, FIA/J 30-1234-046-0590
2) MICHELLE CONDO UNIT 205 - 2ND FLOOR UNDIV. 0806% INT IN COMMON ELEMENTS CLERKS FILE 74R65987 & 74R11773 & 74R136581
3) MICHELLE CONDO UNIT 201 - 2ND FLOOR UNDIV. 0646% INT IN COMMON ELEMENTS CLERKS FILES 74R65987 & 74R11773 & 74R136581

- E. Whereas, ABUK CORP. can no longer afford to maintain its financial obligations in relationship to the 3 (three) real properties located in Florida.
F. Whereas ABUK CORP. sole shareholder and the President Mr. Alexander Ivanov can no longer properly execute his duties in relationship to ABUK CORP. day-to-day business activities due to a poor health condition, lack of financial means and inability to travel into USA where aforesaid properties are located.
G. Therefore, the primary purpose the proposed merger is to terminate business activities and dissolve ABUK CORP. and to transfer the deeds and titles of the 3 (three) Florida properties to the surviving Florida Limited Liability Corporation

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- A. ABUK LLC shall take such other actions as may be required by the Florida Business Corporation Act
B. ABUK LLC shall take such other actions as may be required by the Florida Department of Revenue
C. Manner of conversion of securities will be discussed at the later time, but in no case any shares can be converted to cash
D. There will be no other consideration of any kind extended for or on behalf of the

(Attach additional sheets if necessary)



THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Yes

Other provisions relating to the merger are as follows:

Governing Documents:

By-Law and Articles of Organization in effect immediately prior to the consummation of the merger shall continue to govern the business and affairs of The ABUK LLC immediately following the completion of the merger without amendment or modification except as provided therein.

Governing Law:

This Plan of Merger and related agreements shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER

THIS PLAN OF MERGER has been jointly proposed by the ABUK CORP., the ST. Vincent And The Grenadines Corporation, and ABUK LLC, Florida Limited Liability Company, for approval by the Shareholders of each such corporation.

Effective on 06/15/2009

1. Entities to Merge:

The ABUK CORP., of the ST. Vincent And The Grenadines will merge with the ABUK LLC, Florida Limited Liability Company, and the surviving corporation shall be ABUK LLC, that shall remain a Florida Limited Liability Company.

2. Terms and Conditions of Merger:

- A. Whereas the ABUK LLC was formed under the laws of the State of Florida
and
- B. Whereas the ABUK CORP. was incorporated in St. Vincent And The Grenadines.
and
- C. Whereas the ABUK LLC primary offices and business have been located in Florida.
and
- D. Whereas the ABUK CORP. owns the following 3 (three) property located in Florida:

1) BONAVIDA CONDO UNIT 805 - 8TH FLOOR UNDIV .7441% INT IN COMMON ELEMENTS
CLERKS FILE 73R-133216, F/A/U 30-1234-046-0590

2) MICHELLE CONDO UNIT 205 - 2ND FLOOR UNDIV .0606% INT IN COMMON ELEMENTS
CLERKS FILE 74R65987 & 74R11773 & 74R136581

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3) MICHELLE CONDO UNIT 201 - 2ND FLOOR UNDIV .0646% INT IN COMMON ELEMENTS
CLERKS FILES 74R65987 & 74R11773 & 74R136581

E. Whereas, ABUK CORP. can no longer afford to maintain its financial obligations in relationship to the 3 (three) real properties located in Florida.

F. Whereas ABUK CORP. sole shareholder and the President Mr. Alexander Ivanov can no longer properly execute his duties in relationship to ABUK CORP. day-to-day business activities due to a poor health condition, lack of financial means and inability to travel into USA where aforesaid properties are located.

G. Therefore, the primary purpose the proposed merger is to terminate business activities and dissolve ABUK CORP. and to transfer the deeds and titles of the 3 (three) Florida properties to the surviving Florida Limited Liability Company.

3. GENERAL PROVISIONS:

A. ABUK LLC shall take such other actions as may be required by the Florida laws.

B. ABUK LLC shall take such other actions as may be required by the Florida Department of Revenue.

C. Manor of conversion of securities will be discussed at the later time, but in no case any shares can be converted to cash.

D. There will no other consideration of any kind extended for or on behalf of the ABUK CORP., ABUK LLC, its shareholders, directors, officers and/or its agents or designees.

4. Governing Documents:

By-Law and Articles of Organization in effect immediately prior to the consummation of the merger shall continue to govern the business and affairs of The ABUK LLC immediately following the completion of the merger without amendment or modification except as provided therein.

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5. Governing Law:

This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act.


IN WITNESS WHEREOF, this Plan of Merger, have been approved by shareholders and directors of ABUK CORP. and ABUK LLC and is hereby executed on behalf of each of such two corporations.

ABUK CORP.

By: 

Alexander Ivanov
President

ABUK LLC

By: 

Mark Gelman
President

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