

L14000053454

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 16 2015
MERIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SWEDX AMERICA, LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

Stephen K. Boone

Contact Person

Boone, Boone, Boone & Koda, P.A.

Firm/Company

1001 Avenida Del Circo

Address

Venice, Florida 34285

City, State and Zip Code

sboone@boone-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen K. Boone at (941) 488-6716

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

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



LAW OFFICES
BOONE, BOONE, BOONE, KODA & FROOK, P.A.

P. O. BOX 1596
VENICE, FLORIDA 34284

ESTABLISHED 1956

E.G. (DAN) BOONE
JEFFERY A. BOONE
STEPHEN K. BOONE
JOHN S. KODA
MARGARET (PEGGY) S. FROOK

JAMES T. COLLINS, LAND PLANNER
(NOT A MEMBER OF THE FLORIDA BAR)

STREET ADDRESS:
1001 AVENIDA DEL CIRCO 34285
TELEPHONE (941) 488-6716
FAX (941) 488-7079
e-mail: adm@boone-law.com

April 30, 2014

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

RE: SWEDX AMERICA, LLC, a Florida Limited Liability Company
Document #L14000053454

M & A International Corporation, a Florida Corporation
Document #P12000054857

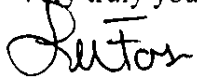
Dear Sir:

Enclosed please find Articles of Merger for the two above-referenced companies along with a \$70.00 check made out to the Florida Department of State for the filing fee.

Should you have any questions, please do not hesitate to let me know.

Kind regards.

Very truly yours,


for Stephen K. Boone

SKB/laf

Enclosures

laf/SWEDXMerger

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

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, 617.0302 or 605.1023, 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>
M & A International Corporation	Florida	Corporation

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>
SWEDX AMERICA, LLC	Florida	LLC

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, 605, 617, and/or 620, Florida Statutes.

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TALLAHASSEE, FLORIDA

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 no more than 90 days after the date this document is filed by the Florida Department of State:

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:

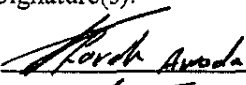

NA

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.

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:
SWEDX AMERICA, LLC		Farah Awada
M & A International Corporation		Farah Awada

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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>
M & A International Corporation	Florida	Corporation

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>
SWEDX AMERICA, LLC	Florida	LLC

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

See attached Plan of 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:

See attached Plan of Merger.

(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:

See attached Plan of Merger.

(Attach additional sheet if necessary)

PLAN OF MERGER

Pursuant to Chapter 607.1108, Florida Statutes, this Plan of Merger is adopted this 1st day of April, 2014, between **M & A INTERNATIONAL CORPORATION** ("M & A"), a Florida corporation, and **SWEDX AMERICA, LLC** ("SWEDX"), a Florida limited liability company.

WHEREAS, Farah Awada is the sole stockholder, director and officer of M & A; and

WHEREAS, Ralph Canaphany and Farah Awada are the 100% members of SWEDX; and

WHEREAS, SWEDX desires to merge with M & A and acquire all of the stock and assets of M & A; and


WHEREAS, M & A desires to merge into SWEDX and transfer all of its stock and assets to SWEDX, including the building located at 171 Pond Cypress Road, Venice, Florida 34292.

THEREFORE, the following Plan of Merger is hereby adopted by M & A and SWEDX.


1. Farah Awada and M & A will transfer all of its stock to SWEDX and will execute a Bill of Sale and any other documents necessary to transfer its assets to SWEDX, including a Quit Claim Deed transferring ownership of the real property located at 171 Pond Cypress Road, Venice, Florida 34292, to SWEDX in exchange for a ten percent (10%) membership interest in SWEDX by Farah Awada.
2. The undersigned, representing 100% of the directors and stockholders of M & A and 100% of the membership interest of SWEDX hereby adopts and approves this Plan of Merger and authorizes Farah Awada, as President of M & A, and Farah Awada, as Manager of SWEDX, to execute any and all documents necessary to accomplish the foregoing.
3. Following the merger SWEDX will be the surviving entity and will assume responsibility for all of M & A's outstanding obligations and liabilities. The Manager of SWEDX is Farah Awada, 200 N. Tamiami Trail, Suite E, Venice, Florida 34285.
4. This Plan of Merger shall be effective upon filing with the Secretary of State of Florida.

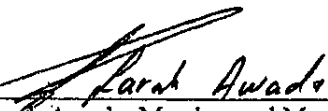
SIGNATURES ON THE FOLLOWING PAGE

M & A INTERNATIONAL CORPORATION,
a Florida corporation

By 
Farah Awada, Sole Stockholder, Director
and President

SWEDX AMERICA, LLC,
a Florida limited liability company

By 
Ralph Canaphany, Member

By 
Farah Awada, Member and Manager

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

NA

(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:

Farah Awada, Manager

200 N. Tamiami Trail, Suite E

Venice, Florida 34285

(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:

NA

(Attach additional sheet if necessary)

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

NA

(Attach additional sheet if necessary)