

L18000067137

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

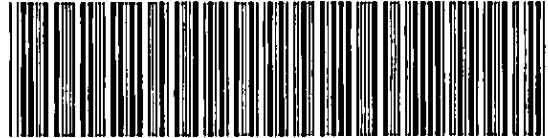
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Merger w/ Name Change

Office Use Only



600359581436

02/24/21--01006--009 \*\*78.75

6:11:10  
FEB 24 PM 12:56  
SECRETARY OF STATE  
FILING OFFICE

L1/20/21

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CHINA EAST IMPORT EXPORT COMPANY LLC

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

**BENNETT FELDMAN, ESQ.**

Contact Person

Firm/Company

**2655 LEJEUNE RD STE 514**

Address

**CORAL GABLES FL 33134**

City/State and Zip Code

**BENFELD@BELLSOUTH.NET**

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

For further information concerning this matter, please call:

**BENNETT FELDMAN**

Name of Contact Person

At ( **305** ) **491 0321**

Area Code & Daytime Telephone Number

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

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

# ARTICLES OF MERGER

2021 FEB 24 PM 12:54

SECRETARY OF STATE

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** entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
CHINA EAST IMPORT EXPORT COMPANY LLC	FL	LLC	L18000067137

**SECOND:** The name and jurisdiction of each **merging** eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
CHINA EAST IMPORT EXPORT COMPANY (PANAMA), INC.	FL	CORP	P20000084066
CHINA EAST IMPORT EXPORT COMPANY LLC	FL	LLC	L18000067137

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership. Its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed 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:

**DECEMBER 31, 2020**

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

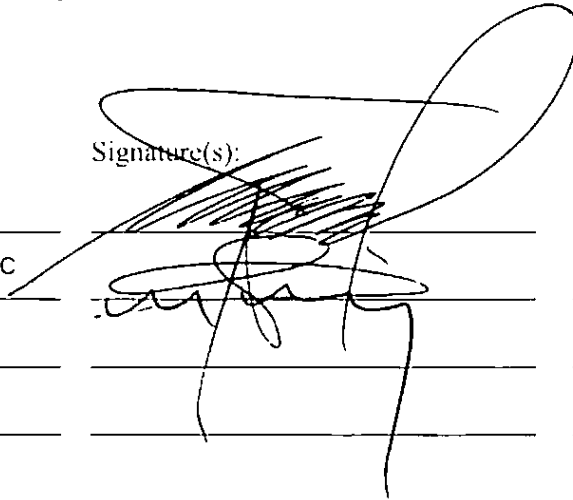
**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:

CHINA EAST IMPORT EXPORT COMPANY(PANAMA), INC

CHINA EAST IMPORT EXPORT COMPANY LLC

Signature(s):



Typed or Printed  
Name of Individual:

**PRESIDENT  
MANAGER**

*AUTHORIZED PERSON*

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 an authorized person

# *State of Florida*

## *Department of State*

I certify from the records of this office that CHINA EAST IMPORT EXPORT COMPANY LLC is a limited liability company organized under the laws of the State of Florida, filed on March 14, 2018.

The document number of this limited liability company is L18000067137.

I further certify that said limited liability company has paid all fees due this office through December 31, 2021, that its most recent annual report was filed on January 5, 2021, and that its status is active.

*Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this  
the Sixteenth day of February,  
2021*



*Randy Bee*  
**Secretary of State**

Tracking Number: 1013124035CU

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>

**AGREEMENT AND PLAN OF MERGER  
OF  
CHINA EAST IMPORT EXPORT COMPANY (PANAMA) INC.  
A Florida corporation formed for the domestication of  
CHINA EAST IMPORT EXPORT COMPANY S.A.  
(a Panamanian corporation)  
WITH AND INTO  
CHINA EAST IMPORT EXPORT COMPANY, LLC.  
(a Florida limited liability company)**

AGREEMENT AND PLAN OF MERGER, dated this 16<sup>th</sup> day of February 2021, pursuant to Section 605.1021 of the Florida Revised Limited Liability Company Act of the State of Florida, between China East Import Export Company (Panama), Inc. a Florida corporation formed for the domestication of China East Import Export Company, S.A., a Panamanian corporation ("CEIEC-Panama"), with and into China East Import Export Company, LLC a Florida limited liability company ("CEIEC-FL").

**WITNESSETH:**

WHEREAS, CEIEC FL is the parent of, and owns all of the issued and outstanding stock of, CEIEC -Panama; and

WHEREAS, China East Import Export Company S.A. was domesticated under the laws of Florida and the formation of China East Import Export Company (Panama), Inc., a Florida corporation; and

WHEREAS, the constituent companies desire to merge into a single company;

NOW THEREFORE, the companies, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: CEIEC- Panama hereby merges into itself into CEIEC- FL and said CEIEC-FL shall be the surviving company.

SECOND: The Articles of Organization of CEIEC-FL as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Organization surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of CEIEC--Panama shall be as follows:

- (a) Each Membership Interest of the surviving company, which are issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

- (b) Each share of common stock of the CEIEC- Panama, the merged company which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be canceled and retired without any payment therefor.

FOURTH      This Plan of Merger has been approved by the unanimous consent of the Members of China East Import Export Company LLC a Florida limited liability company and the sole shareholder of China East Import Export Company (Panama), Inc, a Florida corporation as the domesticated entity of China East Import Export Company, S.A. in accordance with Florida Statutes 605.1021-605.1026.

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

- (a) The Operating Agreement and by-laws of the surviving company as they shall exist on the effective date of this merger shall be and remain the Operating Agreement and by-laws of the surviving company until the same shall be altered, amended and repealed as therein provided
- (b) Uzi Sasson, the Manager of the surviving company shall continue in office until his successor shall have been elected and qualified.
- (c) This merger shall become effective upon filing with the Secretary of State of Florida. However, for all accounting purposes the effective date of the merger shall be as of the close of business on December 31, 2020 which may be changed by the Manager.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged company shall be transferred to, vested in and devolve upon the surviving company without further act or deed and all property, rights, and every other interest of the surviving company and the merged company shall be as effectively the property of the surviving company as shall be as effectively the property of the surviving company as they were of the surviving company and the merged company respectively. The merged company hereby agrees from time to time, as and when requested by the surviving company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving company may deem to be necessary or desirable in order to vest in and confirm to the surviving company title to and possession of any property of the merged company acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the company and the proper officers and directors of the surviving company are fully authorized in the name of the merged company or otherwise to take any and all such action.



SIXTH No member of CEIEC-FL shall have any interest holder liability for debts, obligations, and other liabilities that arise after the merger becomes effective.

SEVENTH The name of the surviving company shall be changed to:  
CONSUMER ELECTRONICS IMPORT EXPORT COMPANY, LLC

This Agreement and Plan of Merger may be executed in one or more counterparts with each such counterpart deemed to be an original hereof and all of such counterparts deemed to be one and the same. Facsimile transmission of any signed original document, and the retransmission of any signed facsimile transmission, shall be the same as delivery of the original signed document. At the request of any party, a party will confirm documents with a facsimile transmitted signature by signing the original document.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and Members have caused these presents to be executed duly authorized person of each party hereto as the respective act, deed and agreement of each of said companies, on this 16<sup>th</sup> day of February 2021.

CHINA EAST IMPORT EXPORT  
COMPANY (PANAMA), INC.  
(a Florida corporation)

By:   
Rolando Torricella, President

CHINA EAST IMPORT EXPORT  
COMPANY LLC  
(a Florida limited liability company)

By:   
Uzi Sasson, Manager