

L44031

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MERGER OR SHARE EXCHANGE

CAMY, Inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 19, 2004

ERIMTAN ENTERPRISES, INC.
32100 DEWBERRY LN
SORRENTO, FL 32776

SUBJECT: ERIMTAN ENTERPRISES, INC.
REF: L44031

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

ARTICLES OF MERGER MUST BE SUBMITTED IN ORDER TO FILE YOUR DOCUMENT.

THE ARTICLES OF MERGER YOU SUBMITTED ARE BEING FILED PURSUANT TO SECTION 607.1107 AND 607.1109, FLORIDA STATUTES. ARTICLES OF MERGER BETWEEN A DOMESTIC PROFIT CORPORATION AND A FOREIGN PROFIT CORPORATION ARE FILED PURSUANT TO SECTION 607.1105 AND 607.1107, FLORIDA STATUTES.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

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) 245-6986.

Darlene Connell
Document Specialist

FAX Aud. #: E04000207797
Letter Number: 804A00059906



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 25, 2004

ERIMTEAN ENTERPRISES, INC.
32100 DEWBERRY LN
SORRENTO, FL 32776SUBJECT: ERIMTEAN ENTERPRISES, INC.
REF: L44031

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

PLEASE REMOVE ALL REFERENCE TO 607.1109 IN THE PLAN OF MERGER. THIS IS A MERGER BETWEEN A CORPORATION AND AN "OTHER BUSINESS ENTITY".

SINCE SECTION 2.5 OF THE PLAN STATES THAT THE PERSONS WHO ARE THE OFFICERS AND DIRECTORS OF "TARGET" PRIOR, SHALL AFTER THE MERGER BECOME THE OFFICERS AND DIRECTORS OF THE SURVIVING CORPORATION.

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

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) 245-6880.

Karen Gibson
Document SpecialistFAX Aud. #: E04000207797
Letter Number: 404A00061223

ARTICLES OF MERGER

of

ERIMTAN ENTERPRISES, INC.

with and into

CAMY, INC.

Dated: October 14, 2004

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
CAMY, Inc.	Delaware

SECOND. The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Erimtan Enterprises, Inc.	Florida

THIRD. The Agreement and Plan of Merger is attached hereto.

FOURTH. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH. The Agreement and Plan of Merger was adopted by the shareholders of the surviving corporation on September 30, 2004.

SIXTH. The Agreement and Plan of Merger was adopted by the shareholders of the merging corporation on September 30, 2004.

IN WITNESS WHEREOF, the undersigned corporations have caused this certificate of merger to be executed on their behalf by each of its duly authorized officer, as of the date first written above.

CAMY, INC.

By: 

Name: Altan Kolsal
Title: President

ERIMTAN ENTERPRISES, INC.

By: 

Name: Altan Kolsal
Title: Director

**AGREEMENT AND PLAN OF MERGER
OF
ERIMTAN ENTERPRISES, INC.
WITH AND INTO
CAMY, INC.**

This AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan of Merger") is entered into as of this 14th day of October, 2004, by and between Erimtan Enterprises, Inc., a Florida corporation ("Erimtan" or "Target"), and CAMY, Inc., a Delaware corporation ("CAMY" or "Acquiror"), pursuant to Section 252 of the General Corporation Law of the State of Delaware ("DGCL") and Section 607.1107 of the Florida Statutes. Erimtan and CAMY are sometimes referred to herein as the "Constituent Corporations".

WHEREAS, the Board of Directors and shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that Erimtan be merged with and into CAMY, with CAMY being the Surviving Corporation, under and pursuant to the laws of the State of Delaware and the State of Florida, and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I

CONSENT

Section 1.1 Erimtan and CAMY each agree to the merger of Target with and into Acquiror (the "Merger"), subject to the terms and conditions set forth herein. At the Effective Time (as hereinafter defined) of the Merger, Target will be merged with and into Acquiror in accordance with the laws of the State of Delaware and Florida. Acquiror shall be the surviving corporation (the "Surviving Corporation"), and the separate existence of Target shall cease. The terms and conditions of the Merger hereby agreed upon and the manner of carrying the same into effect shall be as hereinafter set forth.

ARTICLE II.

STATE OF INCORPORATION, CHARTER AND BY-LAWS, DIRECTORS AND OFFICERS

Section 2.1 The name and state of incorporation of each party is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Erimtan Enterprises, Inc.	Florida
CAMY, Inc.	Delaware

Section 2.2 The name and state of incorporation of the Surviving Corporation is as follows:

<u>Name</u>	<u>State of Incorporation</u>
CAMY, Inc.	Delaware

Section 2.3 The Certificate of Incorporation of the Acquiror as in effect prior to the Effective Time, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

Section 2.4 The By-laws of the Target, as in effect prior to the Effective Time, shall continue in full force and effect as the By-laws of the Surviving Corporation.

Section 2.5 The persons who are the directors and officers of Target immediately prior to the Effective Time, as set forth on Exhibit A hereto, shall, after the Merger, become the directors and officers of the Surviving Corporation, to serve, subject to the provisions of the By-laws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Delaware and the Certificate of Incorporation and By-laws of the Surviving Corporation.

ARTICLE III.

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

Section 3.1 The Merger shall become effective upon acceptance of the Certificate of Merger in the form of Exhibit B hereto, together with any necessary fees, by the Delaware Department of State (the "Effective Time").

Section 3.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment of documents or further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and to otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE IV.

CONVERSION OF SHARES

Section 4.1 At the Effective Time, all of the issued and outstanding shares of Common Stock of the Acquiror shall cease to exist and all of the shares of Common Stock issued and outstanding of the Target shall be converted into 0.1 shares of common stock of the Acquiror, with such shares constituting the entire number of shares of the Acquiror that are issued and outstanding.

ARTICLE V.

MISCELLANEOUS

Section 5.1 Notwithstanding anything herein to the contrary, the Board of Directors of any of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Delaware of the necessary Certificate of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the event of such determination and the abandonment of this Agreement and Plan of Merger pursuant to the provisions of this Section 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of any of the Constituent Corporations or its directors, officers or shareholders in respect of this Agreement and Plan of Merger.

Section 5.2 This Agreement and Plan of Merger embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed by the parties hereto this 21 day of October, 2004.

ERIMTAN ENTERPRISES, INC.

By: 

Name: Altan Kolsal

Title: Director

CAMY, INC.

By: 

Name: Altan Kolsal

Title: Director

EXHIBIT AList of Officers and Directors of Erimtan Enterprises, Inc.

<u>Name</u>	<u>Title</u>	<u>Address</u>
Altan Kolsal	President and Director	45 West 67 th Street, Apt. 9H New York, New York 10023

EXHIBIT B

CERTIFICATE OF MERGER
of
ERIMTAN ENTERPRISES, INC.
with and into
CAMY, INC.

Dated: October 14, 2004

The undersigned corporation, CAMY, Inc., organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"), does hereby certify:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
CAMY, Inc.	Delaware
Erimtan Enterprises, Inc.	Florida

2. An agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Statutes.

3. The name of the surviving corporation of the merger is CAMY, Inc.

4. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 311 Flossmor, Sorrento, Florida 32776.

5. A copy of the executed Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

6. The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>No. of Shares</u>	<u>Par value per share</u>
Erimtan Enterprises, Inc.	Common Stock	7,500	\$1.00

7. The surviving corporation agrees to 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 section 607.1302 of the Florida Statutes.

8. The merger is to be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate of merger to be executed on its behalf by its duly authorized officer, as of the date first written above.

CAMY, INC.

By: 

Name: Alan Kolsal
Title: Director