

L72278

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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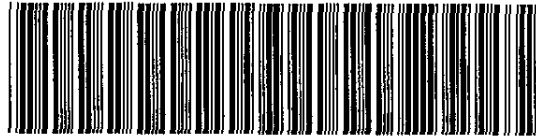
(Business Entity Name)

(Document Number)

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05 OCT 19 PM 2:48
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
05 OCT 19 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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October 19, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Aventura Holdings, Inc. into Aventura VOIP Networks, Inc.

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

File 1st

NEW FILINGS	
☐	Profit
☐	Non Profit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of RA Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☒	Merger

OTHER FILINGS	
☐	Annual Reports
☐	Fictitious Name
☐	Name Reservation
☐	Reinstatement

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Liability
☐	Reinstatement
☐	Trademark
☐	Other

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.

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First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Aventura VOIP Networks, Inc.</u>	<u>Florida</u>	<u>L 72278</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Aventura Holdings, Inc.</u>	<u>Florida</u>	<u>P 04000064013</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____ / _____ / _____ (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 October 12, 2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 October 12, 2005

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

(Attach additional sheets if necessary)

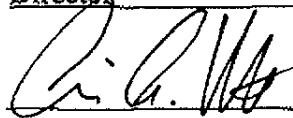
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

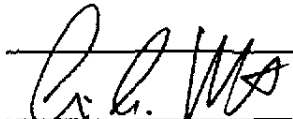
Typed or Printed Name of Individual & Title

Aventura VOIP Networks, Inc.



Craig Waltzer, Chief Executive Officer

Aventura Holdings, Inc.



Craig Waltzer, Chief Executive Officer

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:

Jurisdiction

Aventura VOIP Networks, Inc. Florida

Second: The name and jurisdiction of each merging corporation:

Jurisdiction

Aventura VOIP Networks, Inc. **Florida**

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

Aventura VOIP Networks, Inc. has agreed to acquire all of the outstanding stock of Aventura Holdings, Inc., a Florida Corporation which has no assets, and merge into same, from which Aventura VOIP Networks, Inc. shall be the surviving entity and thereafter, Aventura VOIP Networks, Inc. will change its name to *Aventura Holdings, Inc.*, all costs to be borne by Aventura VOIP Networks, Inc. and no other consideration to be paid.

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:

(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:
see attached.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: