

**L94665**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6380  
From: Account Name : GREENSPOON MARDER, P.A.  
Account Number : 076064003722  
Phone : (407) 422-6583  
Fax Number : (954) 343-6962

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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE**

**DECO PRODUCTIONS, INC.**

Certificate of Status	0
Certified Copy	0
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Estimated Charge	587.50

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Corporate Filing Menu

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**J. BRYAN**

DEC 31 2007

12/28/2007

**EXAMINER**

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Deco Productions, Inc.  
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Ellen Wasserstrom  
(Contact Person)  
Greenspoon Marder, P.A.  
(Firm/Company)  
100 W Cypress Creek Road, Suite 700  
(Address)  
Ft. Lauderdale, Florida 33309  
(City, State and Zip Code)

For further information concerning this matter, please call:

Ellen Wasserstrom at ( 954 ) 343-6963  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

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

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

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**Certificate of Merger  
For  
Florida Limited Liability Company**

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The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
#L06000001358 Grande Affaires, LLC	Florida	Limited Liability Company
Deco Productions, Inc.	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>
#L94665 Deco Productions, Inc.	Florida	Corporation

**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, 608, 617, and/or 620, Florida Statutes.

**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 nor more than 90 days after the date this document is filed by the Florida Department of State:

Close of business on December 31, 2007

**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) List the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss. 608.4351-608.43595, Florida Statutes.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Grande Affaires, LLC	<i>Sharon Siegel</i>	Sharon Siegel
Deco Productions, Inc.	<i>Sharon Siegel</i>	Sharon Siegel

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<b>Corporations:</b>	<b>Chairman, Vice Chairman, President or Officer</b> <i>(If no directors selected, signature of incorporator.)</i>
<b>General partnerships:</b>	Signature of a general partner or authorized person
<b>Florida Limited Partnerships:</b>	Signatures of all general partners
<b>Non-Florida Limited Partnerships:</b>	Signature of a general partner
<b>Limited Liability Companies:</b>	Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	<b>\$25.00</b>
For each Corporation:	<b>\$35.00</b>
For each Limited Partnership:	<b>\$52.50</b>
For each General Partnership:	<b>\$25.00</b>
For each Other Business Entity:	<b>\$25.00</b>

**Certified Copy (optional):** **\$30.00**

PLAN OF MERGER

FILED IN STATUTES  
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**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Grande Affaires, LLC	Florida	Limited Liability Company
Deco Productions, Inc.	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Deco Productions, Inc.	Florida	Corporation

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

At the Effective Time, (a) the separate existence of the Merging Company shall cease and the Merging Company shall be merged with and into the Surviving Company and the Surviving Company, a Florida corporation, will be the surviving entity pursuant to the terms of the Articles of Merger; (b) the Articles of Incorporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the surviving entity until duly amended in accordance with its terms and applicable laws; (c) each Member's interest of the Merging Company outstanding immediately prior to the Effective Time shall be converted into a right to receive one-tenth of one share of common stock of the surviving entity; (d) the stock of the Surviving Company outstanding immediately prior to the Effective Time shall remain outstanding; (e) the Members of the Merging Company receiving stock of the Surviving Company as set forth above shall be stockholders of the Surviving Company as the surviving entity, and the President of the Surviving Company shall be the President of the Surviving Company as the surviving entity; and (f) the Merger shall have all of the effects provided by applicable law.

(Attach additional sheet if necessary)

**Third Continued:**

Until the Effective Time each of Merging Company and the Surviving Company shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business or with the consent of the other.

As and after the Effective Time, without further act or deed, all of the rights, privileges and powers, and all of the property, real, personal and mixed of, and all debts due to Merging Company, as well as all of the things and causes of action belonging to Merging Company shall be the property of the Surviving Company as they were the property of Merging Company, and the title to any real estate vested by deed or otherwise in Merging Company shall not invert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the parties hereto shall be preserved unimpaired, and all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

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**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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

**See Additional Sheet**

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

**N/A**

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*(Attach additional sheet if necessary)*

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**Fourth continued:**

Each percentage interest of Membership Interest of the Merging Company that is issued and outstanding immediately prior to the Effective Time shall be converted into, and shall represent the right to receive one-tenth of one share of common stock of the Surviving Company, as the surviving entity. All of the percentage interests of the Membership Interest of the Merging Company, when so converted, shall automatically be cancelled, shall cease to exist and shall no longer be outstanding.

The common stock of the surviving Company that is issued and outstanding immediately prior to the Effective Time shall remain outstanding at the Effective Time.

Until surrendered, each certificate, agreement or other instrument which prior to the Effective Time represented a Merging Company Membership Interest, if any, shall be deemed at the Effective Time for all purposes to represent only the right to receive that percentage interest of outstanding Common Stock of the surviving Company as provided in this Article 4. With respect to any such certificate, agreement or other instrument, if any, that has been lost or destroyed, the surviving Company shall issue the percentage interest of Common Stock attributable to such certificate, agreement or other instrument upon receipt of evidence and indemnity reasonably satisfactory to it of ownership of the surviving Company's Common Stock thereby.

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**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

**None**

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

**None**

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*(Attach additional sheet if necessary)*

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