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EFFECTIVE DATE

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SECRETARY OF STATE.



## JAMES P. PANICO

PROFESSIONAL ASSOCIATION
III SOUTH MAITLAND AVENUE, SUITE 100
MAITLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW WILLS, ESTATES AND ESTATE PLANNING REAL PROPERTY LAW

TELEPHONE (407) 647-7200 FAX (407) 647-1420

Overnight Mail

December 21, 2012

Registration Section Division of Corporations PO Box 6324 Tallahassee FL. 32314

Re: Merger into Sharp Carts Management, L.L.C., a Las Vegas Limited Liability Co.

#### Ladies and Gentlemen:

Enclosed are the filings for Merging I S Works, Inc, and Nevada Corporation, Green Meadows Group, Inc. a Nevada Corporation, and Sharp Carts, Inc., a Florida Corporation into Sharp Carts Management, LLC, a Las Vegas Limited Liability Co. They are as follows:

Plan of Merger Articles of Merger Our escrow check in the amount of \$148.75 (4 entities @ \$35.00 and \$8.75 for one certified copy)

It is extremely important this merger become effective on December 31, 2012, so in the event any additional documents or information is needed, please call us at the letterhead telephone number, or if there is no personal answer, on my cell phone which is 321-277-3623. My e-mail address is <u>JPPPA@AOL.COM</u>. (Please note the three P's). Please return one certified copy.

Thank you for your continued assistance.

James P. Panico

### ARTICLES OF MERGER

**OF** 

I S WORKS, INC., a Nevada Corporation, and GREEN MEADOWS GROUP, INC., a Nevada Corporation and SHARP CARTS, INC., a Florida Corporation into

SHARP CARTS MANAGEMENT, LLC, a Nevada Limited Liability Company

EFFECTIVE DATE

ARTICLES OF MERGER between SHARP CARTS MANAGEMENT, LLC, a Limited Liability Company formed under the laws of the state of Nevada and whose principal address is 9550 S. Eastern Avenue, Suite 253, Las Vegas, NV 89123 and whose mailing address is 4100 US HWY 1, Edgewater FL 32141 (the "Surviving Entity") and I S WORKS, INC., a corporation formed under the laws of the state of Nevada and whose address is 4100 US HWY 1, Edgewater FL 32141, (the "First Disappearing Corp.") and GREEN MEADOWS GROUP, INC., a corporation formed under the laws of the state of Nevada and whose principal address is 9550 S. Eastern Avenue, Suite 253, Las Vegas, NV 89123 and whose mailing address is 7961 E. Colonial Drive, Orlando, FL 32807, (the "Second Disappearing Corp.") and SHARP CARTS, INC., a corporation formed under the laws of the state of Florida whose principal address is 9550 S. Eastern Avenue, Suite 253, Las Vegas, NV 89123 and whose mailing address is 4100 US HWY 1, Edgewater FL 32141 (the "Third Disappearing Corp.") (collectively the "Constituent Entities").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), the Constituent Entities adopt the following Articles of Merger:

- 1. The Agreement and Plan of Merger dated the 21 date of December, 2012 ("Plan of Merger"), between the Constituent Entities was approved and adopted by the shareholders of the First Disappearing Corp. on the 21 day of December, 2012, and the Second Disappearing Corp. on the 21 day of December, 2012 and the Third Disappearing Corp. on the 21 day of December, 2012 and was adopted by the Members the Surviving Entity on the 21 day of December 2012, all in accordance with the laws of the state of Nevada and the state of Florida, as applicable.
- 2. Under the Plan of Merger, all issued and outstanding shares of each of the Disappearing Corporations stock will be acquired by means of a merger of the Disappearing Corporations with the Surviving Entity ("Merger").
- 3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
- 4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the 31st day of December, 2012.

6. The Principal Office of the Surviving Entity is as follows:
9550 S. Eastern Avenue
Suite 253
Las Vegas, NV 89123

- 7. Pursuant to the provisions of the Act, the Surviving Entity is deemed to have appointed the 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 a party to the merger.
- 8. The Surviving Entity has agreed to promptly pay to 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 of the Act.

IN WITNESS WHEREOF, the parties have set their hands on the December, 2012.

ATTEST:

SHARP CARTS, INC. a Florida corporation

Judith B. Adams, President

Judith B. Adams, President

#### PLAN OF MERGER

Merger between SHARP CARTS MANAGEMENT, LLC, a Limited Liability Company formed under the laws of the state of Nevada and whose principal address is 9550 S. Eastern Avenue, Suite 253, Las Vegas, NV 89123 and whose mailing address is 4100 US HWY 1, Edgewater FL 32141 (the "Surviving Entity") and I S WORKS, INC., a corporation formed under the laws of the state of Nevada and whose address is 4100 US HWY 1, Edgewater FL 32141, (the "First Disappearing Corp.") and GREEN MEADOWS GROUP, INC., a corporation formed under the laws of the state of Nevada and whose principal address is 9550 S. Eastern Avenue, Suite 253, Las Vegas, NV 89123 and whose mailing address is 7961 E. Colonial Drive, Orlando, FL 32807, (the "Second Disappearing Corp.") and SHARP CARTS, INC., a corporation formed under the laws of the state of Florida whose principal address is 9550 S. Eastern Avenue, Suite 253, Las Vegas, NV 89123 and whose mailing address is 4100 US HWY 1, Edgewater FL 32141 (the "Third Disappearing Corp.") (collectively the "Constituent Entities"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §\$607.1101 et seq. of the Florida Business Corporation Act (the "Act").

- 1. <u>Articles of Organization</u>. The Articles of Organization of Surviving Entity, as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.
- 2. <u>Distribution to Shareholders of the Constituent Corporations</u>. On the Effective Date, each share of the Disappearing Corporations' common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for membership interests in the Surviving Entity in accordance with this Plan. Each membership of Surviving Entity's stock that is outstanding on the Effective Date shall continue as outstanding membership interests of Surviving Entity based upon comparative book values of each entity.
- 3. <u>Satisfaction of Rights of Disappearing Corp. Shareholders.</u> All membership interests in Surviving Entity into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests. The Surviving Entity agrees to promptly pay to the dissenting shareholders of each Disappearing Corporation that is a party to the merger the amount, if any, to which they are entitled under applicable law.
- 4. <u>Fractional Interests</u>. Fractional membership interests shall be issued as appropriate.
- 5. <u>Effect of Merger.</u> On the Effective Date, the separate existence of each Disappearing Corp. shall cease, and Surviving Entity. shall be fully vested in each Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

The name and business address of the Manager of the Surviving Entity is:
Judith B. Adams
9550 S. Eastern Avenue,
Suite 253
Las Vegas, NV 89123

- 6. <u>Supplemental Action</u>. If at any time after the Effective Date Surviving Entituy shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate managers, or officers of Surviving Entity or each Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.
- 7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, each Disappearing Corp. and Surviving Entity shall cause their respective Managers, Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Entity to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be December 31, 2012.
- 8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the members or the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders or members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.
- 9. <u>Termination</u>. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors or managers as the case may be, of all Constituent Entities, notwithstanding favorable action by the shareholders of the respective Constituent Entities.

IN WITNESS WHEREOF, the parties have set their hands on the 12<sup>th</sup> day December, 2012.

SHARP CARTS MANAGEMENT, LLC a Nevada Limited Liability Company By
v
ATTEST:
I S WORKS, INC.
a Nevada corporation
By MULLIMY
Judith B. Adams, President
ATTEST:
GREEN MEADOWS GROUP, INC.
a Nevada corporation
By William
Judith B. Adams, President
ATTEST:
SHARP CARTS, INC.
a Florida corporation
By William
Judith B. Adams, President

ATTEST: