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EXAMINER



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1203 Governors Square Blvd.
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December 28, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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07 DEC 28 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7115551 SO
Customer Reference 1: H1122.6
Customer Reference 2: na

Dear Department of State, Florida:

Please file the attached:

Samy Lincoln Road Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jennifer Murphy
Fulfillment Specialist
jennifer.murphy@wolterskluwer.com

Please File 1st

**ARTICLES OF MERGER
OF
SAMY LINCOLN ROAD INC.
INTO
SAMY LINCOLN ROAD, LLC**

FILED
07 DEC 28 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
P0500014568

The undersigned, as duly authorized representatives of **SAMY LINCOLN ROAD, LLC**, a Delaware limited liability company ("Samy, LLC"), and **SAMY LINCOLN ROAD INC.**, a Florida corporation ("Samy Inc."), and for the purposes of complying with Section 607.1109 of the Florida Statutes and in order to effectuate the merger of the Samy Inc. with and into Samy, LLC, with Samy, LLC as the surviving entity (the "Surviving Entity"), hereby certify as follows:

FIRST: The name of the entity being merged into the Surviving Entity is Samy Lincoln Road Inc., a corporation organized in the jurisdiction of the State of Florida, the laws of which permit this merger.

SECOND: The name of the Surviving Party is Samy Lincoln Road, LLC, a limited liability company in the jurisdiction of the State of Delaware, the laws of which permit this merger.

THIRD: An Agreement and Plan of Merger (the "Plan of Merger"), that meets all the requirements of Florida Statutes Section 607.1108, was approved and adopted by each party that is a party to this merger and is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was approved by the board of directors and sole shareholder of Samy Inc. as of December 28, 2007 in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

FIFTH: The Plan of Merger was approved by the sole member of Samy, LLC as of December 28, 2007 in accordance with the applicable provisions of the Delaware Limited Liability Company Act.

SIXTH: The merger of Samy Inc. with and into Samy, LLC shall be effective on December 28, 2007 at 11:59 p.m. Central Daylight Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this document as of
December 28, 2007.

SAMY LINCOLN ROAD INC., a Florida
corporation

SAMY LINCOLN ROAD, LLC, a Delaware
limited liability company

By: _____
Samuel Suarez

By: Samy Holding Company, its sole member

By: _____
Victor Maruri

By: Sam Maniaci
Sam Maniaci - Authorized Representative

being all the directors of
SAMY LINCOLN ROAD INC.

By: Samy Holding Company, its sole
shareholder

By: Sam Maniaci
Sam Maniaci - Authorized Representative

IN WITNESS WHEREOF, the undersigned have executed this document as of
December 28, 2007.

SAMY LINCOLN ROAD INC., a Florida
corporation

SAMY LINCOLN ROAD, LLC, a Delaware
limited liability company

By: _____
Samuel Suarez

By: **Samy Holding Company**, its sole member

By: _____
Victor Maruri

By: _____
Sam Maniaci - Authorized Representative

being all the directors of
SAMY LINCOLN ROAD INC.

By: **Samy Holding Company**, its sole
shareholder

By: _____
Sam Maniaci - Authorized Representative

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December 28, 2007.

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corporation

SAMY LINCOLN ROAD, LLC, a Delaware
limited liability company

By: 

Samuel Suarez

By: Samy Holding Company, its sole member

By: _____

Victor Maruri

By: _____

Sam Maniaci - Authorized Representative

being all the directors of
SAMY LINCOLN ROAD INC.

By: Samy Holding Company, its sole
shareholder

By: _____

Sam Maniaci - Authorized Representative

EXHIBIT A
PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER
OF
SAMY LINCOLN ROAD INC.
INTO
SAMY LINCOLN ROAD, LLC**

This Agreement and Plan of Merger ("Plan of Merger") is entered into as of this 28th day of December, 2007 by and between **SAMY LINCOLN ROAD INC.**, a Florida corporation (the "Corporation"), and **SAMY LINCOLN ROAD, LLC**, a Delaware limited liability company (the "Company").

RECITALS

WHEREAS, the Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Company is a limited liability company duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the sole shareholder of the Corporation is the sole member of the Company; and

WHEREAS, the laws of the State of Delaware permit a merger of a Florida corporation with and into a Delaware limited liability company; and

WHEREAS, the board of directors and sole shareholder of the Corporation deem it advisable and in the best interests of the Corporation and its sole shareholder, that the Corporation merge with and into the Company pursuant to section 18-209 of the Delaware Limited Liability Company Act (the "Merger"); and

WHEREAS, the sole member of the Company deems it advisable and in the best interests of the Company, that the Corporation merge with and into the Company; and

WHEREAS, the board of directors and sole shareholder of the Corporation and the sole member of the Company, by resolutions duly adopted have approved of the Merger upon the terms and conditions of this Plan of Merger and directed that the Corporation merge with and into the Company upon the terms and in the manner set forth in this Plan of Merger.

In consideration of the premises and terms and conditions set forth in this Plan of Merger, the parties agree as follows:

AGREEMENT

1. Merger of the Corporation and Company; Effect of Merger. Pursuant to the laws of the State of Delaware, and subject to and in accordance with the terms and conditions of this

Plan of Merger, the Corporation shall merge with and into the Company, with the Company as the surviving entity (the "Surviving Entity") in the Merger. The Merger shall be effective on December 24, 2007 (the "Effective Date").

2. Effect of Merger. On the Effective date the corporate existence of the Corporation shall cease to exist and:

- a) the Surviving Entity shall possess all the rights, privileges, immunities and franchises, of a public or a private nature, of each of the merging entities;
- b) all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of the merging entities shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed, and the title to any real estate, or any interest therein, vested in either merging entity shall not revert or in any way be impaired by reason of the Merger;
- c) the Surviving Entity shall be responsible and liable for all the liabilities and obligations of each of the merging entities, and any claim or action or proceeding pending by or against either of the merging entities may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Entity may be substituted in its place and neither the rights of creditors nor any liens upon the property of any merging entity shall be impaired by the Merger;
- d) the articles of organization and operating agreement of the Company shall be the articles of organization and operating agreement of the Surviving Entity; and
- e) the sole member of the Company, which is Samy Holding Company and whose address is 8815 NW 33rd Street, #100 Miami, Florida 33172, shall be the sole member of the Surviving Entity.

3. Cancellation of Corporate Common Stock. On the Effective Date, each share of the outstanding common stock of the Corporation automatically and without further act will be cancelled and the sole member of the Company shall continue as the sole member of the Surviving Entity.

4. Entire Agreement. This Plan of Merger supersedes all other agreements, negotiations and discussions, whether oral or written, of the parties with respect to such subject matter.

5. Counterparts. This Plan of Merger may be executed in counterparts and by facsimile signature, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have approved and adopted this Plan of Merger to be executed on this 28th day of December, 2007.

SAMY LINCOLN ROAD INC., a Florida corporation

SAMY LINCOLN ROAD, LLC, a Delaware limited liability company

By: Samuel Suarez

By: Samy Holding Company, its sole member

By: Victor Maruri

By: Sam Maniaci - Authorized Representative

being all the directors of
SAMY LINCOLN ROAD INC.

By: Samy Holding Company, its sole shareholder

By: Sam Maniaci - Authorized Representative

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Samuel Suarez

By: _____
Victor Maruri

being all the directors of
SAMY LINCOLN ROAD INC.

By **Samy Holding Company**, its sole shareholder

By _____
Sam Maniaci - Authorized Representative

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