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Merge
01/17/08
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 JAN -9 AM 8:10

FILED

ATTORNEYS AT LAW
FRIEDMAN & FROST, P.L.
A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING PROFESSIONAL ASSOCIATIONS
MELLON FINANCIAL CENTER
1111 BRICKELL AVENUE
SUITE 2050
MIAMI, FLORIDA 33131

IRWIN M. FROST, P.A.
IRWIN M. FROST, ESQ
BOARD CERTIFIED TAX ATTORNEY

WRITER'S DIRECT:
TELEPHONE (305) 374-3001
FACSIMILE (305) 374-3075
Irv@friedmanfrost.com

January 8, 2008

Via Federal Express

Secretary of State
Corporate Records Bureau
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger for High Touch Communications, Inc. and Ruds, Inc.

Gentlemen:


Enclosed please find the Articles of Merger of High Touch Communications, Inc. into Ruds, Inc., along with our check in the amount of \$78.75 for the following costs:

Filing Fees	\$ 35.00 for each merging and \$35.00 for each surviving corporation
Certified Copy of the Articles	<u>8.75</u>
Total:	\$78.75

Please return a certified copy of the Articles of Merger in the enclosed self addressed stamped envelope.

Very truly yours,

IRWIN M. FROST, P.A.



IRWIN M. FROST

/rz

Encls.

lcoc596a.17a

**ARTICLES OF MERGER
OF
HIGH TOUCH COMMUNICATIONS, INC.
a Florida corporation
INTO
RUDS, INC.
*a Florida corporation***

FILED
08 JAN -9 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

PARTIES. HIGH TOUCH COMMUNICATIONS, INC., *a Florida corporation*, (the "Disappearing Corporation") and RUDS, INC. *a Florida Corporation* (the "Surviving Corporation") are the parties to an Agreement of Merger whereby The Disappearing Corporation will merge into The Surviving Corporation and the shareholders of The Disappearing Corporation will receive shares of the Surviving Corporation.

ARTICLE I

ADOPTION. A. The Agreement of Merger was adopted by all directors of the Surviving Corporation on January 1, 2008, and by all of the shareholders of the Surviving Corporation on January 1, 2008.

B. The Agreement of Merger was adopted by all directors on January 1, 2008 of the Disappearing Corporation and by all of the shareholders of the Disappearing Corporation on January 1, 2008.

ARTICLE II

EFFECTIVE DATE. The merger will become effective upon filing.

ARTICLE III

PLAN OF MERGER. The Plan of Merger provides for an exchange of shares in the corporations party to the merger effected in the following manner: All of the shares of the Disappearing Corporation will be surrendered to the Surviving Corporation and all shares so acquired shall be extinguished by virtue of the merger. Thereupon, there shall be issued to the shareholders of the Disappearing Corporation shares of the Surviving Corporation, one share of the Surviving Corporation's Common Stock for each share of the Disappearing Corporation's Common. The Plan of Merger is attached as Exhibit "A" hereto.

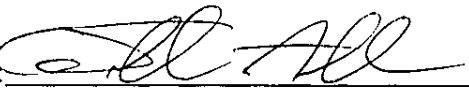
ARTICLE IV

The Articles of Incorporation of the Surviving Corporation shall be amended as follows:


Article IV of the Articles of Incorporation of the Surviving Corporation shall be amended to increase the authorized shares of the Surviving Corporation to 1,000 shares of \$1.00 par value common stock.

DATED: this 1 day of January, 2008

Attest:

By: 
WILLIAM ANELLO

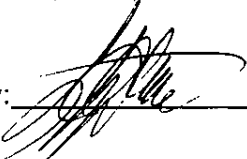
Attest:

By: 
WILLIAM ANELLO

HIGH TOUCH COMMUNICATIONS, INC.
a Florida corporation

By: 

RUDS, INC., *a Florida corporation*

By: 

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 1 day of January, 2009 by Stefian Localides, as President and Secretary of **HIGH TOUCH COMMUNICATIONS, INC.**, a Florida corporation, on behalf of the Corporation.



Ana Medina
Notary Public, State of Florida at Large

My Commission Expires: 11/18/2011

STATE OF FLORIDA)
)SS:
COUNT OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 1 day of January, 2009 by Luis Segredo, as President and Secretary of **RUDS, INC.**, a Florida corporation, on behalf of the Corporation.



Ana Medina
Notary Public, State of Florida at Large

My Commission Expires: 11/18/2011

EXHIBIT "A"

PLAN OF MERGER

This Plan of Merger between HIGH TOUCH COMMUNICATIONS, INC., *a Florida Corporation*, (the "Disappearing Corporation") and RUDS, INC., *a Florida corporation*, (the "Surviving Corporation") and collectively said corporations hereinafter referred to as the "Constituent Corporations."

1. **Plan to Merger.**

The Disappearing Corporation shall be merged into the Surviving Corporation.

2. **Name of Surviving Corporation.**

The name of the Surviving Corporation shall be Ruds, Inc.

3. **Place of Office of Surviving Corporation.**

The place in Florida where the principal office of the Surviving Corporation is to be located is 9941 West Jessamine Street, Miami, Florida 33157.

4. **Purposes of Surviving Corporation.**

The purposes of the Surviving Corporation are to engage in any lawful act or activity for which corporations may be formed in accordance with the Florida Business Corporation Act.

5. **Authorized Shares of Surviving Corporation.**

The present number of shares which the Disappearing Corporation is authorized to issue is 1,000 shares of \$1.00 par value Common Stock, of which 1,000 shares are now issued. The present number of shares which the Surviving Corporation is authorized to issue is 500 shares of \$1.00 par value Common Stock of which 500 shares are now issued and outstanding. The total number of shares of capital stock which Surviving Corporation is authorized to issue from and after the effective date of the merger shall be 1000 shares of Common Stock of \$1.00 par value. The

authorized shares of Common Stock of the Surviving Corporation shall have the same rights and privileges as the common stock of the Surviving Corporation had prior to this Merger.

6. **First Directors and Officers.**

The present directors and officers of the Surviving Corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

7. **Name and Address of Agent of Corporation.**

Luis C. Segredo, 9941 West Jessamine Street, Miami, Florida 33157, shall be, and is hereby, appointed as the person on whom process, tax notices, and demands against said Surviving Corporation, or either of the said Constituent Corporation may be served.

8. **Plan of Merger.**

The plan of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation shall be as follows:

Each shareholder of the Disappearing Corporation shall surrender his certificate or certificates to the Surviving Corporation or to its transfer agent, on the date of filing of Articles of Merger. The "Effective Date" of the Merger shall be January 1, 2008. Upon surrender to the Surviving Corporation of the respective certificates for outstanding shares of the Disappearing Corporation, there shall be issued to the respective holders thereof, in substitution therefor, certificates for fully paid and nonassessable shares of the Surviving Corporation in the ratio of one common share of the Surviving Corporation for each common share of the Disappearing Corporation.

9. **Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interest.**

The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation.

10. **Articles of Incorporation.**

The Articles of Incorporation of the Surviving Corporation shall remain the Articles of Incorporation of the Surviving Corporation, until amended as provided by law, except that the authorized shares of Common stock of the Surviving Corporation shall be increased to 1000 shares of \$1.00 par value Common Stock.

11. **Bylaws.**

The Bylaws of the Surviving Corporation shall require become the Bylaws of the Surviving Corporation.

12. **Effective Date of Merger.**

This Plan of Merger shall become effective on January 1, 2008.

13. **Directors' Right to Abandon Merger.**

The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of the Articles of Merger.