

M28576

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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

RANI INTERNATIONAL, INC.

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Merger
4/28/99
DC

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TANMORE CORPORATION, a Florida corporation, P94000058141

RANI NORTH AMERICA, INC., a Florida corporation, L54442

THE NADEEN CORPORATION, a Florida corporation, H47902

INTO

RANI INTERNATIONAL, INC., a Florida corporation, M28576.

File date: April 28, 1999 , effective May 1, 1999

Corporate Specialist: Darlene Connell

APR-28-99 WED 01:29 PM MILAM OTERO

FAX NO. 9047983730

P.02/07

(850)487-6013

04/27/99 16:33 Fl Dept of State

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 27, 1999

RANI INTERNATIONAL, INC.
7041 GRAND NATIONAL DR.
SUITE 132
ORLANDO, FL 32819US

SUBJECT: RANI INTERNATIONAL, INC.
REF: M28576

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The abbreviation for the corporate name THE NADEEN CORPORATION is incorrect within #3 of the Articles of merger. #3 on the second line it states shareholders of RNA, TANMORE AND NADKE AND BY THE BOARD..... The NADEE should be NADEEN. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6827 Tallahassee, Florida 32314

LOCATION:(850)487-6013

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ARTICLES OF MERGER

of

RANI NORTH AMERICA, INC., a Florida corporation

and

TANMORE CORPORATION, a Florida corporation

and

THE NADEEN CORPORATION, a Florida corporation

into

RANI INTERNATIONAL, INC., a Florida corporation (as the Surviving Corporation)

Pursuant to Sections 607.1103 and 607.1105 of the Florida Business Corporation Act, the following Articles of Merger are adopted by Rani North America, Inc. ("RNA"), a Florida corporation, Tanmore Corporation ("Tanmore"), a Florida corporation, The Nadeen Corporation ("Nadeen"), a Florida corporation and Rani International, Inc. ("RII"), a Florida corporation.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between RNA, Tanmore, Nadeen and RII is attached hereto as Exhibit A and incorporated herein by reference.

2. Pursuant to the Plan of Merger, RNA, Tanmore and Nadeen shall be merged with and into RII and RII shall be the surviving entity.

3. The Merger Agreement was approved and adopted by the Board of Directors and shareholders of RNA, Tanmore and Nadeen and by the Board of Directors of RII, on April 20, 1999, in accordance with each constituent corporation's organizational documents and applicable law. The number of votes cast by the shareholders of RNA, Tanmore and Nadeen was sufficient for approval. Shareholder approval was not required for RII.

4. The effective date of the Merger shall be the date 12:01 a.m., May 1, 1999.

Prepared by
DAVID ALLEN WEBSTER, P.A.
413 Virginia Drive
Orlando, Florida 32803
(407) 895-1666
Florida Bar Number 291528

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 28th day of April, 1999.

RANI NORTH AMERICA, INC.

Robert A. Starnes

By: Adel Aujan
Adel Aujan, President

[Signature]

TANMORE
CORPORATION

Robert A. Starnes

By: Adel Aujan
Adel Aujan, President

[Signature]

THE NADEEN CORPORATION

Robert A. Starnes

By: Adel Aujan
Adel Aujan, President

[Signature]

RANI INTERNATIONAL, INC.

Robert A. Starnes

By: Adel Aujan
Adel Aujan, President

[Signature]

EXHIBIT A

H99000009965

AGREEMENT AND PLAN OF MERGER OF

Rani North America, Inc.,
a Florida corporation

and

Tanmore Corporation,
a Florida corporation

and

The Nadeen Corporation,
a Florida corporation

with and into

Rani International, Inc.,
a Florida corporation

This Agreement and Plan of Merger, dated as of April ~~27~~²⁸, 1999, made by and between Rani North America, Inc., a Florida corporation ("RNA"), Tanmore Corporation, a Florida corporation ("Tanmore"), The Nadeen Corporation, a Florida corporation ("Nadeen") and Rani International, Inc., a Florida corporation ("RII" and, collectively with "Corporation," the "Constituent Entities").

WITNESSETH:

WHEREAS, RNA, Tanmore, and Nadeen desire to merge with and into RII, with RII being the surviving entity (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan"); and

WHEREAS, the respective Board of Directors of the Constituent Entities have determined it to be in their best interests to effect the Merger, as contemplated by the Plan, all in accordance with Sections 607.1103 and 607.1105 of the Florida Business Corporation Act (the "Corporations Act").

NOW THEREFORE, in consideration of \$10.00 in hand paid of the mutual agreements, covenants, and provisions contained herein, and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

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EXHIBIT A (cont'd)

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**ARTICLE I
THE MERGER**

1. The term "Effective Date" shall mean 12:01 a.m., May 1, 1999, in accordance with Section 607.0123(1) of the Corporations Act.

2. On the Effective Date, RNA, Tanmore and Nadeen shall be merged with and into RII. The separate existences of RNA, Tanmore and Nadeen shall cease as of the Effective Date and the existence of RII shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private, nature and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

**ARTICLE II
EFFECTS OF THE MERGER**

As of the Effective Date, RII shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of RNA, Tanmore and Nadeen, and shall be responsible and liable for all liabilities and obligations of RNA, Tanmore and Nadeen, all as more particularly set forth in Section 607.1106 of the Corporations Act.

**ARTICLE III
TERMS AND CONDITIONS OF THE TRANSACTION:**

Each share (or fraction thereof) of RNA, Tanmore, and Nadeen's common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, cease to exist since on the Effective Date of the Merger all the Constituent Entities will have the same common parent, Rami International, Ltd., which owns and will continue to own one hundred percent (100%) of the issued and outstanding stock of RII.

**ARTICLE IV
ASSIGNMENT**

If at any time RII shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in RII, the title to any property or rights of RNA, Tanmore or Nadeen or to otherwise carry out the provisions hereof, the proper officers and directors of RII, as of and after the Effective Date, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to

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EXHIBIT A (cont'd)

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such property or rights in RII, on behalf of RNA, Tammore, Nadeen or RII, as appropriate.

**ARTICLE V
EXPENSES**

RNA, Tammore and Nadeen shall pay all expenses of accomplishing the Merger.

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