

M41969

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12/22/11--01029--008 **113.75

Effective date
12-31-11

merger
Tewis

1-5-12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

11 DEC 22 PM 2:57

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LISA AND COMPANY
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Martin J. Nash, Esq.
Contact Person

Nash Axman Watkin, PLC
Firm/Company

255 Alhambra Circle, Ste. 320
Address

Coral Gables, FL 33134
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Martin J. Nash At (305) 448-2850
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Lisa and Company</u>	<u>Florida</u>	<u>M41969</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Cape Canaveral Commercial Corp.</u>	<u>Florida</u>	<u>S82299</u>
<u>PFC Satellite Lending Corp</u>	<u>Florida</u>	<u>P0B000087645</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/1, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/1, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

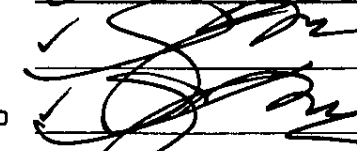
Typed or Printed Name of Individual & Title

Lisa and Company

✓ 

Roger Miller, President

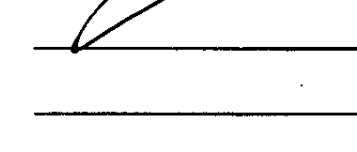
Cape Canaveral

✓ 

Roger Miller, President

Commercial Corp.

PFC Satellite Lending Corp

✓ 

Roger Miller, President

COPY

**AGREEMENT, PLAN OF MERGER AND
ARTICLES OF MERGER**

This Agreement, Plan of Merger and Articles of Merger is made and entered into on the 1 day of December, 2011, by and between CAPE CANAVERAL COMMERCIAL CORP., a Florida corporation (hereinafter sometimes referred to as "CCCC"), PFC SATELLITE LENDING CORP, a Florida corporation (hereinafter sometimes referred to as "PFC"), and LISA AND COMPANY, a Florida corporation (hereinafter sometimes referred to as "LISA") (all such entities are sometimes individually referred to as a "Constituent Corporation" and collectively referred to as the "Constituent Corporations").

WITNESSETH:

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

WHEREAS, one hundred percent (100%) of the stock of each Constituent Corporation is owned in equal shares by Roger Miller, Michelle Miller, Cary Caster and Sherri Gersten; and

WHEREAS, CCCC and PFC desire to merge into LISA, whereby LISA shall be the surviving entity; and

WHEREAS, the board of directors and the shareholders of each Constituent Corporation have unanimously agreed to merge into LISA; and

WHEREAS, all the shareholders of each Constituent Corporation have waived any requirement of notice required by §607.1101 and §607.1103 of the Florida Business Corporation Act; and

WHEREAS, the merger is permitted under the provisions of §607.1101 and §607.1103 of the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions and promises contained herein, the parties have entered into this Agreement and the President and Secretary, all of the Directors and all of the shareholders of each Constituent Corporation have executed this Agreement, Plan of Merger and Articles of Merger.

1. **Recitals**. The above recitals are true and correct and incorporated herein.
2. **Agreement and Plan of Merger**. On the effective date, all the Constituent Corporations shall be merged into LISA which shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").
3. The merger shall be effective on the 12/31, 2011, or the date of filing of this document if later, as required by law.

4. The names of the Constituent Corporations and the place of their organization are as follows:

<u>Name</u>	<u>Place of Organization</u>
CAPE CANAVERAL COMMERCIAL CORP.	Florida
PFC SATELLITE LENDING CORP	Florida
LISA AND COMPANY	Florida

5. The Surviving Corporation shall be LISA AND COMPANY, a Florida corporation.

6. This Agreement, and Plan Merger and Articles of Merger was adopted by all the directors and all of the shareholders of each Constituent Corporation on Dec 1, 2011.

7. The manner and basis of converting the shares of each Constituent Corporation shall be as follows:

No new shares of LISA shall be issued inasmuch as 100% of the shares of stock of LISA and all of the other Constituent Corporations are already owned 25% each by the same shareholders.

8. The bylaws of the Surviving Corporation in effect at the time of the merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed nor shall the merger affect any change in the articles of incorporation of LISA.

9. The officers and directors of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the officers and directors of the Surviving Corporation and they shall hold office until their successors are duly elected and qualified.

10. This Merger Agreement as to each Constituent Corporation was approved as required by such corporation's governing law.


11. This Agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

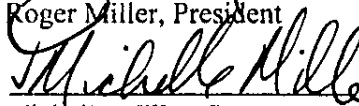
IN WITNESS WHEREOF, this Agreement, Plan of Merger and Articles of Merger has been executed by each of the Constituent Corporations that is party to this merger by all their directors and all their shareholders.

[SIGNATURE PAGES ATTACHED]


SIGNATURE PAGE

CAPE CANAVERAL COMMERCIAL CORP.

By: 

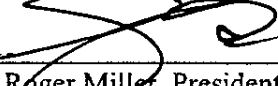
Roger Miller, President
Attest: 

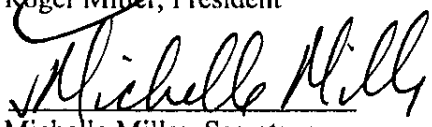
Michelle Miller, Secretary

By its sole Director:



Roger Miller, Sole Director

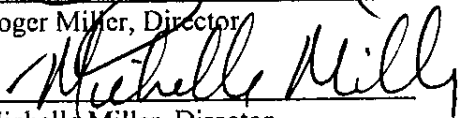
PFC SATELLITE LENDING CORP

By: 

Roger Miller, President
Attest: 

Michelle Miller, Secretary

By its Directors::


Roger Miller, Director



Michelle Miller, Director

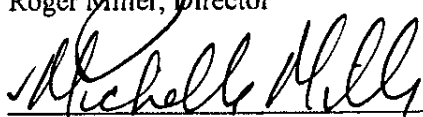
LISA AND COMPANY

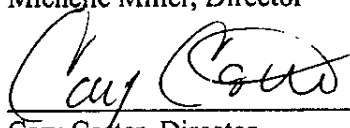
By: 

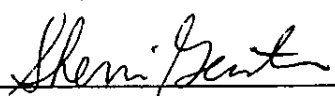
Roger Miller, President
Attest: 

Michelle Miller, Secretary

By its Directors:


Roger Miller, Director



Michelle Miller, Director


Cary Caster, Director



Sherri Gersten

**CAPE CANAVERAL COMMERCIAL CORP., PFC SATELLITE LENDING CORP,
and LISA AND COMPANY**


By 100% of the Shareholders who also waive
any notice required



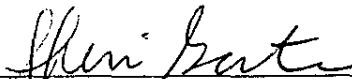
Roger Miller



Cary Caster



Michelle Miller



Sherri Gersten