

m97401

(Requestor's Name)

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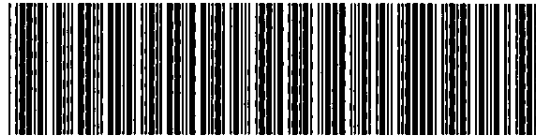
(Business Entity Name)

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07 AUG -6 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LEVY KNEEN P.L.

JEFFREY D. KNEEN
DIRECT 561.478.4711
jkneen@levykneen.com

August 2, 2007

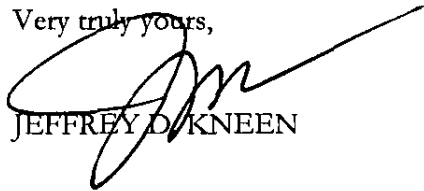
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: MERGER OF LDM HOLDINGS, INC.
INTO VM FLOWERS, INC.

Dear Sir/Madam:

Enclosed for filing with your office are Articles of Merger for the above-referenced corporations together with filing fee in the amount of \$70.00. Please return a certified copy of the filed Articles to my attention; an additional \$8.75 is enclosed for the certified copy.

Very truly yours,


JEFFREY D. KNEEN

JDK:jf
enc.

cc: Mr. Duane Murrell

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section 607.1105, Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name and jurisdiction of the merging party is LDM HOLDINGS, INC., a Florida corporation, whose Florida document number is P05000073358:

SECOND: The exact name and jurisdiction of the surviving party is VM FLOWERS, INC., a Florida corporation, whose Florida document number is M97401.

THIRD: The attached Plan of Merger was unanimously approved by the shareholder(s) and the Board of Directors of the merging party and surviving party in the manner prescribed by the Florida Business Corporation Act.

FOURTH: As to the surviving party, the date of adoption of the Plan of Merger by shareholder(s) and the Board of Directors was the 30 day of July, 2007. As to the merging party, the date of adoption of the Plan of Merger by the shareholder(s) and by the Board of Directors was the 30 day of July, 2007.

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

IN WITNESS WHEREOF, the parties hereto, pursuant to the approvals as hereinabove set forth, have caused these Articles to be executed by the President of each party hereto, as of the 30 day of July, 2007.

SURVIVING PARTY:

VM FLOWERS, INC., a Florida corporation

By: 

Duane Murrell, its President

MERGING PARTY:

LDM HOLDINGS, INC., a Florida corporation

By: 

Duane Murrell, its President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1101, Florida Statutes, and is being submitted in accordance with section 607.1103, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging party is LDM HOLDINGS, INC., a Florida corporation.

SECOND: The exact name and jurisdiction of the surviving party is VM FLOWERS, INC., a Florida corporation.

THIRD: The terms and conditions of the merger are as follows:

- 3.1 On the effective date of this merger as hereinafter set forth (the "Effective Date"), the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities and franchises and all of the property, real, personal and mixed, of the merging party, without the necessity of any separate transfer. The surviving party shall continue its corporate existence under the laws of the State of Florida. On the Effective Date, the separate existence and corporate organization of the merging party shall be terminated and ceased.
- 3.2 This merger shall occur and be effective on the hour and on the date that the duly executed and acknowledged Articles of Merger with respect to this Plan of Merger are filed with the Department of State of the State of Florida, as provided in section 607.1105, Florida Statutes.

FOURTH: The effect of this Plan of Merger to the shares of the merging party and surviving party are as follows:

- 4.1 The shares of the surviving party are not affected by this merger. The shareholder(s) of the surviving party whose shares are outstanding immediately prior to the Effective Date of the merger will hold the same number of shares, with identical designations, preferences, limitations and relative rights, immediately after the merger.
- 4.2 All issued and outstanding shares of the merging party and all shares held in the treasury of the merging party shall be cancelled and retired and no shares shall be issuable and no cash shall be exchangeable with respect thereto.

FIFTH: Other provisions relating to the merger are as follows:

- 5.1 This Plan of Merger shall be submitted for approval of the shareholders of the merging party and surviving party in accordance with the applicable laws of the State of Florida.
- 5.2 Subject to Florida law, this agreement may be amended by written agreement of the parties hereto at any time prior to the Effective Date.
- 5.3 At any time prior to the Effective Date, this agreement may be terminated and abandoned by the unilateral action of the Board of Directors of the surviving party.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused this agreement to be executed by the President of each party hereto, as of the 30 day of July, 2007.

SURVIVING PARTY

VM FLOWERS, INC., a Florida corporation

By: _____

Duane Murrell, its President

MERGING PARTY

LDM HOLDINGS, INC., a Florida corporation

By: _____

Duane Murrell, its President