

Division of Corporations

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# P00000026081

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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To:  
Division of Corporations  
Fax Number : (850) 922-4000

From:  
Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES,  
Account Number : 076350000353  
Phone : (212) 431-5000  
Fax Number : (212) 431-1441

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## MERGER OR SHARE EXCHANGE

PASCAL IMBERT ENTERPRISES, INC.

Certificate of Status	0
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the filings,  
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*merger*

ARTICLES OF MERGER  
Merger Sheet

MERGING:

PASCAL IMBERT ENTERPRISES, LTD., a New York corporation not qualified to transact business in the State of Florida.

INTO

**PASCAL IMBERT ENTERPRISES, INC.**, a Florida entity, P00000026081.

File date: March 14, 2000

Corporate Specialist: Darlene Connell

MAR.24.2000 5:02PM JULIUS BLUMBERG INC

NO.117 P.3/6

487-6013 03/22/00 15:13 F1 Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 22, 2000

PASCAL IMBERT ENTERPRISES, INC.  
108 W RIVO ALTO DRIVE  
MIAMI BEACH, FL 33139

SUBJECT: PASCAL IMBERT ENTERPRISES, INC.  
REF: P00000026081

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.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

PLEASE CORRECT THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF EACH PAGE OF YOUR DOCUMENT. THE CORRECT FAX AUDIT NUMBER IS H00000012801.

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Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000012801  
Letter Number: 500A00015898

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## ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>PASCAL IMBERT ENTERPRISES, INC.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>PASCAL IMBERT ENTERPRISES, LTD.</u>	<u>New York</u>
_____	_____
_____	_____
_____	_____
_____	_____

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 TALLAHASSEE, FLORIDA

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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 in the future.)

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 12/31/99

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 12/31/99

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)

BlumbergExcelsior Corp. Services, inc.  
 62 White Street, 2nd Floor  
 New York, NY 10013 (212) 431-6500 x 527

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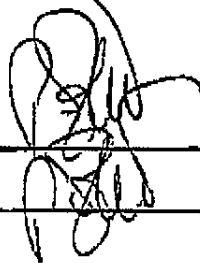
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

PASCAL IMBERT ENTERPRISES, LTD.



Pascal H. Imbert, President

PASCAL IMBERT ENTERPRISES, INC.

Pascal H. Imbert, Secretary

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**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>PASCAL IMBERT ENTERPRISES, INC.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>PASCAL IMBERT ENTERPRISES, INC.</u>	<u>Florida</u>
<u>PASCAL IMBERT ENTERPRISES, LTD.</u>	<u>New York</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

PIE (NY) to be merged into PIE (Fla) and then PIE (NY) will be dissolved.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The old shares were cancelled and new shares were issued

(Attach additional sheets if necessary)

BlumbertExcelsior Corp., Inc.  
62 White Street, New York, NY 10013 (212) 431-5000

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