

0000037256

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000225421 3)))



H070002254213ABCX

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850) 385-6735  
Fax Number : (954) 641-4192

FILED  
07 SEP 11 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MERGER OR SHARE EXCHANGE

E.D.Y. INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

RECEIVED  
2007 SEP 11 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

TS  
Merger  
W.B.Y.

107000225421

FILED  
07 SEP 11 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**E.D.Y. INC.,**  
**A FLORIDA CORPORATION**  
**AND**  
**1409 MANAGEMENT INC.,**  
**A FLORIDA CORPORATION**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, E.D.Y. INC., a Florida corporation, and 1409 MANAGEMENT, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging 1409 MANAGEMENT, INC., with and into E.D.Y. INC. (the "Merger").

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was adopted by the unanimous written consent of the stockholders and directors of E.D.Y. INC., dated September 4<sup>th</sup> 2007, and by the unanimous written consent of the stockholders and directors of 1409 MANAGEMENT, INC., dated September 4<sup>th</sup> 2007, in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act.

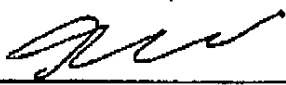
107000225421

147000225421


FILED

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in its corporate name as of the 4<sup>th</sup> day of September, 2007. E

E.D.Y. INC., a Florida corporation

By:   
Name: Yossi Lipkin  
Title: President

1409 MANAGEMENT, INC.,  
a Florida corporation

By:   
Name: Yossi Lipkin  
Title: President

147000225421

167000225421

**EXHIBIT A****PLAN OF MERGER**

THIS PLAN OF MERGER ("Plan") is made and entered into this 4<sup>th</sup> day of September, 2007, by and between E.D.Y. INC., a Florida corporation ("E.D.Y.") and 1409 MANAGEMENT, INC., a Florida corporation ("1409"). (E.D.Y. and 1409 are together sometimes hereinafter referred to as the "Constituent Corporations").

**1. The Merger****1.1 Manner of Merger**

Subject to the terms and conditions of this Plan, and at the Effective Time (as hereinafter defined), 1409 shall be merged with and into E.D.Y. (the "Merger") with the effect that E.D.Y. shall be the surviving corporation of the Merger (the "Surviving Corporation"). The corporate existence of E.D.Y. with all of its purposes, powers and objects shall continue unaffected and unimpaired by the Merger, shall be governed by the laws of the State of Florida and succeed to all rights, assets, liabilities and obligations of 1409, as set forth in the Florida Business Corporation Act (the "Florida Act"). The separate existence and corporate organization of 1409 shall cease upon the Effective Time and thereafter the Surviving Corporation shall continue to exist under the laws of the State of Florida. The Surviving Corporation, without further act or deed, shall (i) have the purposes and shall possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger; (ii) be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (iii) be liable for all of the obligations and liabilities of each of the Constituent Corporations existing immediately prior to the Effective Time. The title to any real estate or any interest therein, vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

**1.2 Articles of Incorporation, Bylaws, Directors and Agreement Among Shareholders and Corporation of the Surviving Corporation**

(a) The Articles of Incorporation of E.D.Y., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Act.

167000225421

107000225421

(b) The Bylaws of E.D.Y., as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Act.

(c) The Agreement Among Shareholders and Corporation in effect with respect to E.D.Y., as amended and in effect prior to the Effective Time, shall be the Agreement Among Shareholders and Corporation with respect to the Surviving Corporation until the same shall thereafter be altered, amended or terminated.

### 1.3 The Status and Conversion of Shares

(a) At the Effective Time, each of the following events shall be deemed to occur simultaneously: (1) each share of 1409 Common Stock, par value \$1.00 per share, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, and (2) each share of E.D.Y.'s Common Stock, par value \$1.00 per share, issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without change.

(b) At the Effective Time, the holders of certificates for shares of 1409 Common Stock, par value \$1.00 per share, shall cease to have any rights as shareholders of 1409 and their sole rights for surrender and in exchange for them shall be the right to retain shares of E.D.Y. Common Stock, par value \$1.00 per share. Pending such surrender, such holder's certificate or certificates for shares of 1409 Common Stock, par value \$1.00 per share, shall be deemed for all corporate purposes to evidence only the right to receive shares of E.D.Y. common Stock, par value \$1.00 per share, in accordance with the terms of this section.

## 2. Effective Date of the Merger

The Merger shall become effective upon the filing of Articles of Merger incorporating this Plan with the Florida Secretary of State. The term "Effective Time" as used herein shall mean the time at which the Articles of Merger are filed with the Florida Secretary of State. Each of the parties hereto hereby agrees to use its best efforts to do promptly all such acts and to take promptly all such measures as may be appropriate to enable it to perform as early as practicable the covenants and agreements herein provided to be performed by it in order to consummate the Merger at such time.

107000225421