

From: Schutt Law Firm To: Secretary of State Division of Corp (1850617888)

13:08 09/24/08 GM 04 Pg 02/04

**P00000110072**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

Americarlos, Inc.

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SEP 25 2008

m:Schutt Law Firm To:Secretary of State Division of Corp (18506176383) 13:19 09/24/08GMT-04 Pg 01-04



September 23, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

AMERICARLOS, INC.  
4114 SW 25TH PLACE  
CAPE CORAL, FL 33914

SUBJECT: AMERICARLOS, INC.  
REF: P00000110072

RECEIVED  
08 SEP 24 PM 1:30  
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TALLAHASSEE, FLORIDA

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

The merger should include 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.

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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

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m:Schutt Law Firm To:Secretary of State Division of Corp (18508176383)

13:19 09/24/08GMT-04 Pg 03-04

Fax Audit No. HD8000218850 3

**ARTICLES OF MERGER**

(Profit Corporation)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to § 607.1105, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
AMERICARLOS, INC.	Florida	P00000110072

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TIMEWORK, CORP.	Florida	P01000012877

**Third:** The Plan of Merger is attached.

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

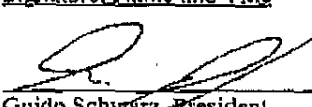
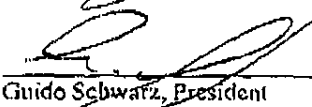
**Fifth:** Adoption of the Merger by surviving corporation -

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 1, 2007.

**Sixth:** Adoption of the Merger by merging corporation -

The Plan of Merger was adopted by the shareholders of the merging corporation on March 1, 2007.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature: Name and Title</u>
AMERICARLOS, INC.	 Guido Schwarz, President
TIMEWORK, CORP.	 Guido Schwarz, President

Articles of Merger  
Page 1 of 2

Fax Audit No. HD8000218850 3

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Fax Audit No. H08000218850 3

**PLAN OF MERGER**  
(non-subsidiaries)

The following plan of merger is submitted in compliance with § 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
<b>AMERICARLOS, INC.</b>	<b>Florida</b>

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

<u>Name</u>	<u>Jurisdiction</u>
<b>TIMework, CORP.</b>	<b>Florida</b>

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

All assets of merging corporation shall be conveyed to the surviving corporation. There shall be no payment of funds from the surviving corporation to the merging corporation. Because there is only one shareholder who owns all the shares and is the sole shareholder of both corporations, there shall be no exchange of stock or issuance of new stock, but the stocks shall merge at a ration of 1-to-1. Because the sole shareholder owns 7,500 shares in each corporation, the sole shareholder's share of the surviving corporation shall remain the same at 7,500 shares.

**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 corporation or, in whole or in part, into cash or other property, are as follows:

All of the outstanding shares of both the surviving corporation and the merging corporation are owned by the same sole shareholder. The shares of the merging corporation shall merge with the shares of the surviving corporation at a ration of 1-to-1, such that sole shareholder shall remain the sole shareholder of the surviving corporation with 7,500 shares of the same.