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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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Lan Yko Corp

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Secretary of State

December 2, 2003

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: LANYKO CORP.  
Ref. Number: P01000044497

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We have received your document for LANYKO CORP. and check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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Cheryl Coulliette  
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**ARTICLES OF MERGER**  
**OF**  
**GENICO CORPORATION**  
**INTO**  
**LANYKO CORPORATION**

Pursuant to the provisions of Chapter 607 of the Florida Statutes, the undersigned authorized officer of GENICO CORPORATION, a Florida corporation, and LANYKO CORPORATION, a Florida corporation, (the latter corporation hereinafter sometimes referred to as the "Surviving Corporation") adopts these Articles of Merger and sets forth the following:

1. The names of the corporations which are parties to the merger, and the name of the Surviving Corporation, are as follows:

**Parties to the Merger**

GENICO CORPORATION  
LANYKO CORPORATION

**Surviving Corporation**

LANYKO CORPORATION

2. A copy of the Plan of Merger among GENICO CORPORATION and LANYKO CORPORATION is attached hereto and made a part hereof.

3. The effective dates of adoption by the shareholders of the Plan of Merger were:

GENICO CORPORATION  
LANYKO CORPORATION

December 1, 2003  
December 1, 2003

4. The manner in which any exchange, classification, or cancellation of issued shares shall be effected shall be as follows:

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The Shareholders of GENICO CORPORATION shall contribute all of their shares of outstanding common stock to the Successor Corporation in exchange for shares of LANYKO CORPORATION stock. The shares of GENICO CORPORATION shall be exchanged for a share of LANYKO CORPORATION on a one share for one share basis.

5. All of the Shareholders and Directors of both corporations have approved the merger.

6. Pursuant to Chapter 607 of Florida Statutes, this Merger shall become effective upon the filing of these Articles of Merger with the State of Florida Department of State.

GENICO CORPORATION

By: \_\_\_\_\_

Jorge Tchinnosian, Director

LANYKO CORPORATION

By: \_\_\_\_\_

Jorge Tchinnosian, Director

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF MIAMI-DADE            )

On this 3<sup>rd</sup> day of December, 2003 before me personally appeared Jorge Tchinnosian, Director, GENICO CORPORATION, a Florida corporation, to me known to be individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

  
Notary Public, State of Florida at Large



My commission expires: Melanie Broussard  
MY COMMISSION # DD058108 EXPIRES Print  
October 28, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF MIAMI-DADE            )

On this 3<sup>rd</sup> day of December, 2003 before me personally appeared Jorge Tchinnosian, Director, LANYKO CORPORATION, a Florida corporation, to me known to be individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

  
Notary Public, State of Florida at Large

Melanie Broussard

My commission expires: Print



Melanie Broussard  
MY COMMISSION # DD058108 EXPIRES  
October 28, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

## **PLAN OF MERGER**

This Plan of Merger made and entered into this 1<sup>st</sup> day of December, 2003, by and between GENICO CORPORATION, a Florida corporation, and LANYKO CORPORATION, a Florida corporation, ("the Successor Corporation").

## **BACKGROUND**

A. GENICO CORPORATION is a corporation organized in the State of Florida on January 22, 2003. The sole stockholder of the GENICO CORPORATION is Colorado Holdings Limited, a Bahamian Corporation.

B. GENICO CORPORATION has determined that it is in its best interest to merge with LANYKO CORPORATION, a Florida corporation.

C. The Successor Corporation was incorporated in Florida on May 3, 2001. Colorado Holdings Limited is the sole stockholder of the Successor Corporation.

THEREFORE, in consideration of the mutual covenants and conditions herein contained, the parties agree as follows:

1. Merger. The parties agree that GENICO CORPORATION will transfer all of its assets, liabilities and business operations to the Successor Corporation, and the Successor Corporation shall continue the business of the GENICO CORPORATION

2. Method of Merger. The Shareholders of GENICO CORPORATION shall contribute all of their shares of outstanding common stock to the Successor Corporation in exchange for shares of LANYKO CORPORATION stock. The shares of GENICO CORPORATION shall be exchanged for a share of LANYKO CORPORATION on a one share for one share basis.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the appropriate officers of GENICO CORPORATION and the Successor Corporation on December 1, 2003.

GENICO CORPORATION

By: 

Jorge Tchinnosian, Director

LANYKO CORPORATION

By: 

Jorge Tchinnosian, Director



**Consent Resolution of Sole Shareholder and Sole Director of  
GENICO CORPORATION and LANYKO CORPORATION**

On December 1, 2003, the undersigned, being the sole shareholder and director of GENICO CORPORATION hereby adopts the following resolution approving the Articles of Merger and Plan of Merger between GENICO CORPORATION and LANYKO CORPORATION with LANYKO CORPORATION as the Surviving Corporation, to wit:

RESOLVED, directors and shareholders of GENICO CORPORATION have reviewed the attached Articles of Merger and Plan of Merger and hereby approve and ratify same. Jorge Tchinnosian is appointed to execute the Articles of Merger and Plan of Merger on behalf of GENICO CORPORATION, and its sole shareholder, Colorado Holdings Limited, leaving LANYKO CORPORATION as the Surviving Corporation.

GENICO CORPORATION

By:   
Jorge Tchinnosian, Director

COLORADO HOLDINGS LIMITED

By:   
Jorge Tchinnosian, Shareholder

**Consent Resolution of Sole Shareholder and Sole Director of**  
**LANYKO CORPORATION**

On December 1, 2003, the undersigned, being the sole shareholder and director of LANYKO CORPORATION hereby adopts the following resolution approving the Articles of Merger and Plan of Merger between GENICO CORPORATION and LANYKO CORPORATION with LANYKO CORPORATION as the Surviving Corporation, to wit:

RESOLVED, directors and shareholders of LANYKO CORPORATION have reviewed the attached Articles of Merger and Plan of Merger and hereby approve and ratify same. Jorge Tchinnosian is appointed to execute the Articles of Merger and Plan of Merger on behalf of LANYKO CORPORATION, and its sole shareholder, Colorado Holdings Limited, leaving LANYKO CORPORATION as the Surviving Corporation.

COLORADO HOLDINGS LIMITED

By: 

Jorge Tchinnosian, Shareholder

LANYKO CORPORATION

By: 

Jorge Tchinnosian, Director