

PO/000071977

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2008 OCT -8 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
Trevin  
10-14-08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** INGEDIGIT INTERNATIONAL, INC.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

LAWRENCE D. GREENBERG, ESQ.  
(Contact Person)

\_\_\_\_\_  
(Firm/Company)

222 CLIFTON AVE.  
(Address)

COLLINGDALE, PA 19023  
(City/State and Zip Code)

For further information concerning this matter, please call:

LAWRENCE D. GREENBERG, ESQ. At ( 610 ) 583-0967  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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Tallahassee, Florida 32301

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P.O. Box 6327  
Tallahassee, Florida 32314

## **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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INGEDIGIT INTERNATIONAL, INC.	FLORIDA	P01000071977

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GOTHAM INTERNATIONAL HOLDINGS, INC.	FLORIDA	P0700011766

SECRETARY OF  
STATE  
TALLAHASSEE, FLORIDA

**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** 07 / 31 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on **APRIL 30, 2008** 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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on **APRIL 30, 2008** and shareholder approval was not required.

*(Attach additional sheets if necessary)*

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

INGEDIGIT INTERNATIONAL, INC.

W. Kaub

Carlos Barrientos, President

GOTHAM INTERNATIONAL HOLDINGS, INC

Vivian Manevich

Vivian Manevich Siegel, President

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**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

INGEDIGIT INTERNATIONAL, INC.

Jurisdiction

FLORIDA

The name and jurisdiction of each subsidiary corporation:

Name

GOTHAM INTERNATIONAL HOLDINGS, INC.

Jurisdiction

FLORIDA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The subsidiary shares shall be cancelled, and

(A) The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in the surviving corporation without reversion or impairment;

(B) The surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger;

(C) Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation which ceased existence;

(D) Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger.