

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.

((H08000264545 3)))



H080002645453ABC1

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) 617-6380

From:

Account Name : GREENBERG, TRAUIG, HOFFMAN, ET AL.
Account Number : 076077001461
Phone : (305) 789-3357
Fax Number : (305) 961-5357

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 DEC -3 AM 9:55

FILED

MERGER OR SHARE EXCHANGE

EST Financial Resources, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

TR 12-3-08

12/03/2008 09:51

GREENBERG TRAURIG → 90163*010100918506176380

NO:271 P01

850-617-6381

12/2/2008 2:20 PAGE 001/001 Florida Dept of State

PLEASE SEE ATTACHED



December 1, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EST FINANCIAL RESOURCES, INC.
2875 N.E. 191ST STREET, PH 1
MIAMI, FL 33180

SUBJECT: EST FINANCIAL RESOURCES, INC.
REF: P01000121531

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 articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: E08000264545
Letter Number: 708A00058682

RECEIVED
2008 DEC -3 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

4080002645453

ARTICLES OF MERGER

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 of and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
EST Financial Resources, Inc.	Florida	P01000121531

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
EST Premier Airport Resources, Inc.	Florida	P05000120419

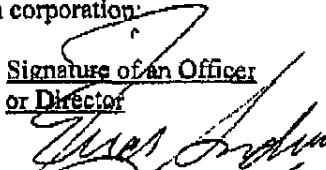
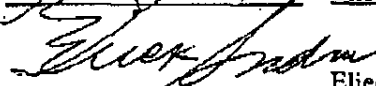
Third: The Plan of Merger is attached.

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

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on OCTOBER 13 2008.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on OCTOBER 10 2008.

Seventh: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Name and Title</u>
EST Financial Resources, Inc.		Eliecer Sredni, President
EST Premier Airport, Inc.		Eliecer Sredni, President

2008 DEC -3 AM 9:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4080002645453

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
EST Financial Resources, Inc.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
EST Premier Airport Resources, Inc.	Florida

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

1. The constituent corporations, EST Financial Resources, Inc. (the "Surviving Corporation") and EST Premier Airport Resources, Inc. (the "Merging Corporation"), shall, pursuant to applicable provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, EST Financial Resources, Inc. Upon the date of filing of the Articles of Merger with the Florida Department of State (the "Effective Date"), the Surviving Corporation shall continue to exist under its present name pursuant to the provisions of the laws of the State of Florida and the separate existence of the Merging Corporation shall cease in accordance with the provisions of the Florida Business Corporation Act.
2. The Articles of Incorporation and the bylaws of EST Financial Resources, Inc. upon the Effective Date of the merger shall be the Articles of Incorporation and the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The directors and officers in office of the Surviving Corporation upon the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.
4. The Board of Directors of each of EST Financial Resources, Inc. and EST Premier Airport Resources, Inc. are authorized to amend the Plan of Merger at any time prior to the Effective Date, subject to the limitations set forth in Section 607.1103(8).

Fourth: Each issued share of Voting Common Stock and Non-Voting Common Stock of the Terminating Corporation shall, upon the Effective Date of the merger, be surrendered and cancelled and no new shares of the Merging Corporation shall be issued due to the fact that the percentage ownership of the Terminating Corporation is identical to that of the Merging Corporation.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be signed in its corporate name by its duly authorized officer, the 10th day of October 2008.

EST FINANCIAL RESOURCES, INC.

By: 

Eliecer Sredni, President

EST PREMIER AIRPORT RESOURCES, INC.

By: 

Eliecer Sredni, President