

PO1000122440

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

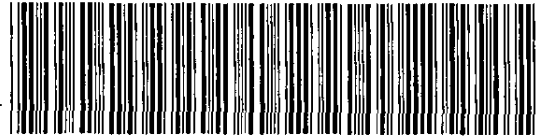
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900185367159

merged

09/22/10--01001--005 **78.75

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

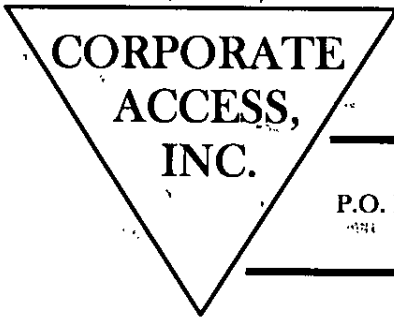
RECEIVED
10 SEP 21 PM 2:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 SEP 21 PM 3:45

FILED

ASR
9/22/10



"When you need ACCESS to the world"

236 East 6th Avenue . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP:

9/31/10 *Hand*

☒ CERTIFIED COPY

☐ PHOTOCOPY

☐ CUS

☒ FILING

Merger

1. *Ceramic Installation Supply Company Inc.*
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

FILED

2010 SEP 21 PM 3:45

ARTICLES, CERTIFICATE AND PLAN OF MERGER

CLERK OF STATE
TALLAHASSEE, FLORIDA

These Articles, Certificate and Plan of Merger made and entered into as of the 1st day of September, 2010, by and between Ceramic Installation Supply Company of Dallas Fort Worth, Inc., a Texas corporation, (hereafter sometimes referred to as "Cisco Tx") and Ceramic Installation Supply Company, Inc., a Florida corporation, (hereafter sometimes referred to as "Cisco Fl" or the "Surviving Corporation"), said corporations hereinafter sometimes collectively referred to as the "Constituent Corporations."

ARTICLES AND CERTIFICATE OF MERGER

The following Articles and Certificate of Merger are submitted in accordance with the Florida Business Corporation Act and the Texas Business Organizations Code.

A. The name of the surviving corporation is Cisco Fl, a corporation organized and existing under the laws of the State of Florida, document number P01000122440. Its principal place of business is 5741 Dewey Street, Hollywood, Florida 33023.

B. Cisco Tx is a corporation organized and existing under the laws of the State of Texas, file number 800710402. Cisco Tx will not survive the merger. Its principal place of business is 2215 Solona, Haltom City, Texas 76117.

C. The total number of shares of stock which Cisco Tx has authority to issue is 4,000 voting shares of common stock and 1,000 non-voting shares of common stock of which 4,000 shares of voting and non-voting common stock are now issued and outstanding and owned as follows:

- | | |
|---------------------------|-------------------|
| (a) 160 voting shares | - Lawrence Lerner |
| (b) 1420 voting shares | - Marc Lerner |
| (c) 500 non-voting shares | - Marc Lerner |
| (d) 1420 voting shares | - Stephen Couture |
| (e) 500 non-voting shares | - Stephen Couture |

D. The Surviving Corporation has authority to issue 2,000 shares of common stock, of which 100 shares are now issued and outstanding and owned as follows:

- (a) 4 shares - Lawrence Lerner,
- (b) 48 shares - Marc Lerner; and
- (c) 48 shares - Stephen Couture

E. The Board of Directors of each of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their shareholders that the Constituent Corporations merge into a single corporation to the end that Cisco Tx be merged into the Surviving Corporation on the terms and conditions hereinafter set forth in accordance with applicable provisions of the Florida and Texas Statutes, which permit such merger.

F. The parties hereto hereby agree in accordance with the applicable Florida and Texas Statutes that Cisco Tx be merged into the Surviving Corporation (hereinafter called the "Merger") and that the Merger shall be effective at the effective date (as hereinafter defined) and the Surviving Corporation shall exist under the laws of the State of Florida, and by their respective Board of Directors, the parties have agreed and do hereby agree to the following terms and conditions relating to the Merger and the mode of carrying the same into effect.

PLAN OF MERGER

1. STOCKHOLDERS MEETING; FILINGS; EFFECTS OF MERGER.

(a) Each of the Constituent Corporations shall call a meeting of its stockholders at the earliest practical date, upon due notice to its stockholders, or waivers thereof, to consider and vote upon the adoption of the Merger.

(b) If these Articles, Certificate and Plan of Merger ("Plan") are adopted by the stockholders of the Constituent Corporations in accordance with the laws of the State of Florida and Texas, then this Plan or a summary thereof shall be filed and recorded in accordance with the applicable Florida and Texas Statutes. The Merger shall become effective on September 30, 2010, which date is hereinafter referred to as the "Effective Date."

(c) On the Effective Date, the separate existence of Cisco Tx shall cease, and Cisco Tx shall be merged into the Surviving Corporation and the Surviving Corporation

shall possess all of the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all of the restrictions, disabilities, and duties of Cisco Tx; and all and singular, the rights, privileges, powers, and franchises and all property, real, personal, and mixed and all debts due on whatever account, and all other chooses in action, and all and every other interest of, or belonging to, or due to Cisco Tx shall be taken and deemed to be vested in the Surviving Corporation without further act or deed and all debts, liabilities and duties of Cisco Tx shall thenceforth attach to the Surviving Corporation. At any time, or from time to time, after the Effective Date, the last acting officers of Cisco Tx may, in the name of Cisco Tx, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm, in the Surviving Corporation, title to and possession of all of the property, rights, privileges, powers, franchises, immunities, and interests of Cisco Tx, and otherwise carry out the purposes of this Plan.

2. NAME OF SURVIVING CORPORATION; ARTICLES OF INCORPORATION; BY-LAWS

(a) From and after the Effective Date, Cisco Tx shall merge into the Surviving Corporation and the name of the surviving corporation shall be Cisco Fl.

(b) The Articles of Incorporation of the Surviving Corporation as in effect on the date hereof shall, from and after the Effective Date, be and continue to be the Articles of Incorporation of the Surviving Corporation, until changed or amended as provided by law.

(c) The By-Laws of the Surviving Corporation, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the By-Laws of the Surviving Corporation, until amended as provided therein.

3. STATUS AND CANCELLATION OF SECURITIES.

(a) The 3,000 voting shares of common stock and the 1,000 non-voting shares of common stock of Cisco Tx owned by the stockholders of Cisco Tx, by virtue of the Merger and at the Effective Date, shall be cancelled and shall cease to exist and certificates representing such shares shall be cancelled.

(b) Following the Effective Date of the Merger, the issued and outstanding common stock of the Surviving Corporation shall continue to be owned by the existing

stockholders of the Surviving Corporation, who are also the stockholders of Cisco Tx, in the same proportion as their stock ownership in Cisco Tx, as reflected above.

(c) The parties agree that there is no consideration for the Merger except as set forth herein.

4. MISCELLANEOUS.

(a) This Plan may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan by the shareholders of either of the Constituent Corporations, if the Board of Directors of any other of the Constituent Corporations duly adopts a resolution abandoning this Plan.

(b) For the convenience of the parties hereto and to facilitate the filing of this Plan, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

(c) This Plan constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

(d) In accordance with Texas law, in lieu of providing a tax certificate from the Texas Comptroller of Public Accounts that all taxes under title 2, Tax Code have been paid, the Surviving Corporation agrees to be liable for the payment of the required franchise taxes.

IN WITNESS WHEREOF, the undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent statement and certifies that the statements contained herein are true and correct, and that the persons signing are authorized, under the law applicable to and governing the merging entity, to execute this document. Each of the Constituent Corporations, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these Articles, Certificate and Plan of Merger to be executed by the President of each party hereto.

Ceramic Installation Supply Company of
Dallas Fort Worth, Inc., a Texas Corporation

BY: _____

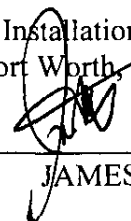

JAMES MILLER, President

Ceramic Installation Supply Company, Inc.,
a Florida Corporation

BY: 
STEPHEN COUTURE, President

THE ABOVE Articles, Certificate and Plan of Merger having been executed by the President of each corporate party thereto, and having been adopted separately by the Boards of Directors, and by the stockholders of each corporate party thereto in accordance with the provisions of the Florida Business Corporation Act of the State of Florida and the Business Organization Code of the State of Texas by Written Consent of the Directors and Stockholders of each corporate party thereto dated the 1st day of September, 2010, the President of each corporate party thereto do now hereby execute the said Articles, Certificate and Plan of Merger, by the authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations on this 1st day of September, 2010.

Ceramic Installation Supply Company of
Dallas Fort Worth, Inc., a Texas Corporation

BY: 
JAMES MILLER, President

Ceramic Installation Supply Company, Inc.,
a Florida Corporation

BY: 
STEPHEN COUTURE, President