

PD2000008247

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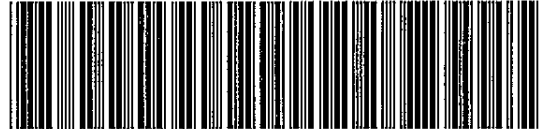
(Business Entity Name)

(Document Number)

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2003 APR 21 AM 11:36

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C. Coullietta APR 21 2003



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April 21, 2003

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Medes USA Inc. (FL) into Medes USA Inc. (WA)

**Filing Evidence**

☒ Plain/Confirmation Copy

☐ Certified Copy

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MEDES USA INC., a Florida corporation, P02000008247

INTO

**MEDES USA INC.**, a Washington entity not qualified in Florida.

File date: April 21, 2003

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER  
OF  
MEDES USA INC.  
a Florida corporation

WITH AND INTO

MEDES USA INC.  
a Washington corporation

FILED  
2003 APR 21 AM 11:36  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Pursuant to RCW 23B.010, 23B.11.050 and 23B.11.070 of the Washington Business Corporation Act (the "WBCA"), and the Florida Business Corporation Act (the "FBCA") §607.1101, §607.1105 and §607.1107, the undersigned officer of Medes USA Inc., a Florida corporation, and the undersigned officer of Medes USA Inc., a Washington corporation, hereby certify as follows:

1. Attached hereto as **Exhibit A** and incorporated by reference herein is the Plan of Merger (the "Plan of Merger") governing the merger of Medes USA Inc., a Florida corporation (the "Merger Corporation") with and into Medes USA Inc., a Washington corporation (the "Surviving Corporation").

2. A. On February 1, 2003, the Plan of Merger was duly approved by the sole shareholder of Merging Corporation pursuant to FBCA §607.1103.

B. On February 1, 2003, the Plan of Merger was duly approved by the sole shareholder of Surviving Corporation pursuant to RCW 23B.10.030 of the WBCA.

IN WITNESS WHEREOF, each of the undersigned has executed these Articles of Merger on behalf of the indicated corporations in an official and authorized capacity under penalty of perjury this 1 day of February, 2003.

MEDES USA INC.  
a Florida corporation

By: 

Benny Arazy  
Its President

MEDES USA INC.  
a Washington corporation

By: 

Benny Arazy  
Its President

**EXHIBIT A**  
**PLAN OF MERGER**

**PLAN OF MERGER**

**OF**

**MEDES USA INC.  
a Florida corporation**

**WITH AND INTO**

**MEDES USA INC.  
a Washington corporation**

This Plan of Merger (the "Plan of Merger"), dated February   7  , 2003, is entered into between Medes USA Inc., a Florida corporation, and Medes USA Inc., a Washington corporation.

1. Parties. The names of the constituent corporations in the merger (the "Merger"), are Medes USA Inc., a Florida corporation (the "Merging Corporation"), and Medes USA Inc., a Washington corporation (the "Surviving Corporation").

2. Terms and Conditions of Merger; Effect of Merger. At the Effective Time (as defined in Section 5 below), Merging Corporation shall be merged with and into Surviving Corporation in the manner and with the effect provided by the Washington Business Corporation Act and the Florida Business Corporation Act ("FBCA"). The separate existence of Merging Corporation shall cease and Surviving Corporation shall be the surviving corporation in the Merger. Surviving Corporation shall possess all rights, privileges, immunities and franchises, or a public as well as a private nature, of Merging Corporation and Surviving Corporation and all property, real, personal and mixed, and all debts due on any account, including subscriptions to shares, and all choses in action, and every other interest of or belonging to or due to either Merging Corporation or Surviving Corporation shall be deemed to be transferred to and vested in Surviving Corporation without further act or deed. Surviving Corporation shall be responsible and liable for all the liabilities and obligations of Merging Corporation, and any claim existing or action or proceeding pending by or against either of them may be prosecuted as if the Merger had not taken place, or Surviving Corporation may be substituted in their place, and neither the rights of creditors nor any liens upon the property of Merging Corporation or Surviving Corporation shall be impaired.

3. Conversion of Merging Corporation Common Stock. At the Effective Time, by virtue of the Merger, all of the issued and outstanding shares of common stock in the Merging Corporation shall be cancelled. All of the issued and outstanding shares of stock of the Surviving Corporation shall remain unaffected; no additional shares thereof shall be issued as a result of this merger.

4. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation shall remain unchanged.

5. Effective Time. The Merger shall become effective at such time as the Articles of Merger are accepted for record by the Secretary of State of Washington (the "Effective Time").

6. Section 607.1107(2) Agreement. Pursuant to Section 607.1107(2) of the FBCA, Surviving Corporation hereby agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Merging Corporation, as well as for enforcement of any obligation of Surviving Corporation arising from the Merger, including any suit or proceeding to enforce the rights of any shareholder as determined in appraisal proceedings pursuant to the provisions of Section 607.1302 of the FBCA, and does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceedings, and hereby specifies that the address to which a copy of such process shall be mailed by the Secretary of State is as follows:

Medes USA Inc.  
c/o JGB Service Corporation  
600 University Street, Suite 3600  
Seattle, WA 98101

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed on the date first above written.

SURVIVING CORPORATION

MEDES USA INC.  
a Washington corporation

By: 

Benny Arazy  
Its President

MERGING CORPORATION

MEDES USA INC.  
a Florida corporation

By: 

Benny Arazy  
Its President