

PD2000027947

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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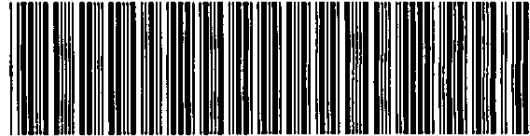
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/12/15--01014--004 **70.00

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DIVISION OF CORPORATIONS
15 NOV 25 AM 8:19

DEC 1 2015
C LEWIS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 13, 2015

MARTTI KALKAS / KALKAS BUSINESS SERVICES
245 SE 1ST ST SUITE 225
MIAMI, FL 33131 US

SUBJECT: BRAZILIAN LOCKSMITH, INC.
Ref. Number: P02000027947

We have received your document for BRAZILIAN LOCKSMITH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The first page of the plan of merger is missing.

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) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 215A00023979

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BRAZILIAN LOCKSMITH, 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:

MARTTI KALKAS

Contact Person

KALKAS BUSINESS SERVICES

Firm/Company

245 SE 1ST ST STE 225

Address

MIAMI, FL 33131

City/State and Zip Code

MJKALKAS@BELLSOUTH.NET

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MARTTI KALKAS

Name of Contact Person

At (305) 577-9716

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

ARTICLES OF MERGER

(Profit Corporations)

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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)
BRAZILIAN LOCKSMITH, INC.	FLORIDA	P02000027947

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ALTHARES LOCK & KEY, INC	FLORIDA	G99760

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 ____/____/____ (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 11/09/2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 11/09/2015.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

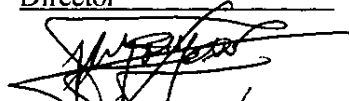
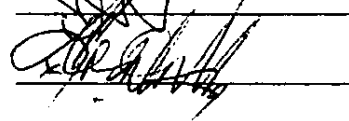
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

BRAZILIAN LOCKSMITH, IN

MAURO GAMARGO, PRESIDENT

ALTHARES LOCK & KEY, IN

LUCRECIA CARABALLO, PRESIDENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

PLAN OF MERGER

(Non Subsidiaries)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

BRAZILIAN LOCKSMITH, INC.

Jurisdiction

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

ALTHARES LOCK & KEY, INC.

Jurisdiction

FLORIDA

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

The name of the surviving company following the effective date of the merger shall be and remain Brazilian Locksmith, Inc. As of the effective date the Articles of Incorporation of Brazilian Locksmith, Inc. shall be and remain the Articles of the surviving corporation. From and after the effective date the current directors and officers of the surviving company shall be the current directors and officers holding these positions of Brazilian Locksmith, Inc. immediately prior to the effective date

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

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

The surviving corporation shall assume all the assets and liabilities of the merging corporation as they are on the books and records of the merging corporation on the effective date.

The current shareholders of the merging company shall receive one share of the surviving company for each 10 shares of the merging company

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