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C. Coulliette DEC 04 2002



ACCOUNT NO. : 072100000032

REFERENCE : 840567 4322747

AUTHORIZATION : *Patricia Pijoto*

COST LIMIT : \$ 70.00

ORDER DATE : December 3, 2002

ORDER TIME : 11:04 AM

ORDER NO. : 840567-005

CUSTOMER NO: 4322747

CUSTOMER: Mr. Bruce G. Grossberg
Grubman Indursky & Schindler,
Floor 31st
152 West 57th Street
New York, NY 10019-3394

ARTICLES OF MERGER

FRESCO GROUP, INC.

INTO

FRESCO GROUP OF AMERICA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

FRESCO GROUP, INC. doing business in Florida as FRESCO GROUP NEW
YORK, INC. a New corporation, F00000007231

INTO

FRESCO GROUP OF AMERICA, INC., a Florida entity, P02000048026.

File date: December 4, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

FRESCO GROUP, INC.
(a New York corporation)

and

FRESCO GROUP of AMERICA, INC.
(a Florida corporation)

CLERK OF STATE
TALLAHASSEE, FLORIDA

2002 DEC - 4 PM 3:16

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To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Fresco Group, Inc. with and into Fresco Group of America, Inc.

2. The merger of Fresco Group, Inc. with and into Fresco Group of America, Inc. is permitted by the laws of the jurisdiction of organization of Fresco Group, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Fresco Group, Inc. was June 28, 2002.

3. The shareholders of Fresco Group of America, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on June 28, 2002.

Executed on

FRESCO GROUP, INC.

By: *Francisco Escobar*

Francisco Escobar
President

FRESCO GROUP OF AMERICA, INC.

By: *Francisco Escobar*

Francisco Escobar
President

PLAN OF MERGER adopted for Fresco Group, Inc., a business corporation organized under the laws of the State of New York, by resolution of its sole Director on June 28, 2002, and adopted for Fresco Group of America, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its sole Director on June 28, 2002. The names of the corporations planning to merge are Fresco Group, Inc., a business corporation organized under the laws of the State of New York, and Fresco Group of America, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Fresco Group, Inc. plans to merge is Fresco Group of America

1. Fresco Group, Inc. and Fresco Group of America, Inc., shall, pursuant to the provisions of the laws of the State of New York and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Fresco Group of America, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under Fresco Group of America, Inc. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Fresco Group, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will 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.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first 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.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one(1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner

prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.