

PO2000053226

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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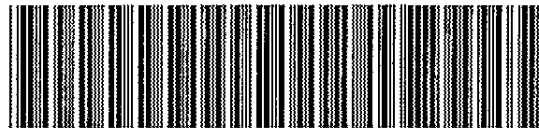
(Business Entity Name)

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01/16/03--01063--020 **78.75

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SECRETARY OF STATE
DIVISION OF REGISTRATION
03 FEB 10 PM 3:47

Y. M. R. G. R.

V SHEPARD FEB 12 2003

ARTICLES OF MERGER
Merger Sheet

MERGING:

PLF GROUP, INC., a Florida corporation, P02000017498

INTO

PLF GROUP II, INC., a Florida entity, P02000053226

File date: February 10, 2003

Corporate Specialist: Velma Shepard

DESANTIS, GASKILL, SMITH & SHENKMAN, P.A.

ATTORNEYS & COUNSELORS AT LAW

CONRAD J. DESANTIS
Business &
Real Estate

TIMOTHY W. GASKILL
Board Certified
Civil Trial Attorney

11891 U.S. HIGHWAY ONE, P. O. BOX 14127
NORTH PALM BEACH, FLORIDA 33408-0127
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CURTIS L. SHENKMAN
Board Certified
Real Estate Attorney

DONALD R. SMITH
Personal Injury &
Wrongful Death Litigation

January 6, 2003

file#22732.004

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Corporate Merger

Dear Division of Corporations:

Enclosed please find a Transmittal Letter and Plan of Merger for the surviving corporation, PLF GROUP II, INC. Also enclosed please find a check in the amount of \$78.75 for the filing and Certified Copy (an additional copy is attached). Kindly return the Certified Copy in the attached business reply envelope.

If you have any questions, please contact me.

Sincerely,



Curtis L. Shenkman

CLS\aa
enclosures
cc: Pascal Levy and Fred-Eric Avrilleaud
\\avrill\plf\merger.wpd



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 23, 2003

CURTIS L. SHENKMAN
P.O. BOX 14127
NORTH PALM BEACH, FL 33408-1412

SUBJECT: PLF GROUP II, INC.
Ref. Number: P02000053226

We have received your document for PLF GROUP II, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include 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.

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) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 903A00004106

RECEIVED
03 FEB 10 AM 9:01
DIVISION OF CORPORATIONS

DESANTIS, GASKILL, SMITH & SHENKMAN, P.A.

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Personal Injury &
Wrongful Death Litigation

February 4, 2003

file#22732.004

Ms. Velma Shepard, Document Specialist
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: PLF GROUP II, INC.
Ref. Number P02000053226

Dear Ms. Shepard:

Enclosed please find the following:

1. Your letter dated January 23, 2003.
2. Articles of Merger
3. Plan of Merger (Non Subsidiaries) in which the "Fourth" item is described on the newly provided sheet attached thereto.

Kindly return the Certified Copy in the attached business reply envelope.

If you have any questions, please contact me.

Sincerely,



Curtis L. Shenkman

CLS\aa
enclosures

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ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB 10 PM 3:47

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PLF GROUP II, INC.	FL.	P02000053226

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PLF GROUP, INC.	FL.	P02000017498

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 in the future.)

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 1/ 3 /03.

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 1/ 3 /03.

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

Typed or Printed Name of Individual & Title

PLF GROUP, INC.

PLF GROUP, INC.

PLF GROUP II, INC.

PLF GROUP II, INC.

PASCAL LEVY, DIRECTOR

FRED-ERIC AVRILLEAUD, DIRECTOR

PASCAL LEVY, DIRECTOR

FRED-ERIC AVRILLEAUD, DIRECTOR

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

PLF GROUP II, INC

FL

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

PLF GROUP, INC.

FL

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

NONE

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:

SEE ATTACHED

(Attach additional sheets if necessary)

PLAN OF MERGER
(Non Subsidiaries)

Fourth: The manner and basis of the **merging** corporation, shares, obligations and/or other securities are all owned by the same Shareholders and Directors and are all being transferred into the **surviving** corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

NONE

OR

Restated articles are attached:

NONE

Other provisions relating to the merger are as follows:

NONE