



UCC FILING & SEARCH SERVICES, INC.
52 East ...
Tallahassee, Florida 32301
(904) 615-5528

OFFICE USE ONLY

PO2000057514

October 9, 2002

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

Executive Marketing Services, LLC into Eman Enterprises Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ 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

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

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02 OCT -9 PM 1:39
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TALLAHASSEE, FLORIDA

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

RECEIVED
02 OCT -9 AM 10:09

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

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PLAN OF MERGER

Merger between EXECUTIVE MARKETING SERVICES, LLC, a Florida limited liability company (the "Disappearing Corporation" or "EXECUTIVE"), and EMAN ENTERPRISES, INC., a Florida corporation (the "Surviving Corporation" or "EMAN"). The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, is being submitted in accordance with sections 607.1108, and 608.438, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act").

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Executive Marketing Services, LLC 10305 NW 41st Street, Ste. 227 Miami, Florida 33178	Florida
Eman Enterprises, Inc. 10305 NW 41st Street, Ste. 227 Miami, Florida 33178	Florida

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SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Eman Enterprises, Inc. 10305 NW 41st Street, Ste. 227 Miami, Florida 33178	Florida

THIRD: Articles of Incorporation. The Articles of EMAN shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

FOURTH: Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each member's interest in EXECUTIVE outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of EMAN in accordance with this Plan. Each share of EMAN's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of EMAN's stock.

FIFTH: Satisfaction of Rights of Member of EXECUTIVE. All shares of EMAN stock into which the interests of EXECUTIVE's members shall have been converted, and for which the interests of EXECUTIVE'S members become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

SIXTH: Effect of Merger. On the Effective Date, the separate existence of EXECUTIVE shall cease, and EMAN shall be fully vested in EXECUTIVE's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1101 of the Act.

SEVENTH: Further Action Required. If at any time after the Effective Date, EXECUTIVE or EMAN shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of EXECUTIVE or EMAN as the case may be, whether past or remaining in office, shall execute and deliver upon the request of EXECUTIVE or EMAN, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in EMAN, or to otherwise carry out the provisions of this Plan.

EIGHTH: Filing with the Florida Department of State and Effective Date. EXECUTIVE and EMAN shall cause their respective Member/President to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by EMAN to the Florida Department of State. In accordance with Section 607.1109 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

NINTH: Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders/members of which are, entitled to the benefit thereof by action taken by the Board of Directors/Members of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders/members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated ✓ October 4, 2002.

EXECUTIVE MARKETING
SERVICES, LLC,
a Florida limited liability company

By:

✓ [Signature]
MARK A. EMAN, Sole Member

EMAN ENTERPRISES, INC.,
a Florida corporation

By:

✓ [Signature]
MARK A. EMAN, President

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Executive Marketing Services, LLC 10305 NW 41st Street, Ste. 227 Miami, Florida 33178	Florida	Limited Liability Company
Florida Document/Registration Number: L01000004207		FEI Number 65-1084614

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Eman Enterprises, Inc. 10305 NW 41st Street, Ste. 227 Miami, Florida 33178	Florida	Corporation
Florida Document/Registration Number: P02000057514		FEI Number – Applied for

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Eman Enterprises, Inc. 10305 NW 41st Street, Ste. 227 Miami, Florida 33178	Florida	Corporation
Florida Document/Registration Number: P02000057514		FEI Number – Applied for

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438 Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608 Florida Statutes.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.


SIXTH: Signature(s) for each party:

NAME OF ENTITY:

SIGNATURES:

PRINTED NAME OF INDIVIDUAL

Executive Marketing Services, LLC


Its Sole Member and Manager

MARK A. EMAN

Eman Enterprises, Inc.


Its President

MARK A. EMAN

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ARTICLES OF MERGER
Merger Sheet

MERGING:

EXECUTIVE MARKETING SERVICES, LLC a Florida entity, L01000004207

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INTO

EMAN ENTERPRISES, INC., a Florida entity, P02000057514

File date: October 9, 2002

Corporate Specialist: Tammi Cline