

PO2000081316

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Lucini Italia Company (IL dom) Merging into: Lucini Italia Company (FL)

FILED
02 AUG 16 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- Nonprofit
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8/16/02

Order#: 8554366

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Amount: \$ _____

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DIVISION OF CORPORATION

400007169084--2
-08/16/02--01042--025
*****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette AUG 26 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

LUCINI ITALIA COMPANY, an Illinois corporation not qualified

INTO

LUCINI ITALIA COMPANY, a Florida entity, P02000081316.

File date: August 16, 2002

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 16, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: LUCINI ITALIA COMPANY
Ref. Number: P02000081316

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02 AUG 26 AM 11:19
TALLAHASSEE, FL 32314

We have received your document for LUCINI ITALIA COMPANY and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 402A00048589

*Cheryl -
Please file & backdate, thanks!*

*Laura@CT
222-1092*

ARTICLES OF MERGER
(Profit Corporations)

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)
Lucini Italia Company	Florida	P020 0008131

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Lucini Italia Company	Illinois	5943-468-3

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 August 15, 2002.

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 August 15, 2002.

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)

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Lucini Italia Company</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Lucini Italia Company</u>	<u>Illinois</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

See attached.

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:

Each outstanding share of common stock of the Illinois corporation shall be automatically converted into one share of common stock of the Florida corporation.
(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 as an exhibit:

Not applicable.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: See attached.

1. The Merger. On the date these Articles of Merger are accepted for filing with the office of the Florida Secretary of State (the "Effective Date") LUCINI ITALIA COMPANY, an Illinois corporation (the "Illinois Corporation") shall be merged with and into LUCINI ITALIA COMPANY, a Florida corporation (the "Florida Corporation"). The Florida Corporation shall be the surviving corporation.
2. Articles of Incorporation and By-Laws. The Articles of Incorporation of the Florida Corporation as in effect on the Effective Date shall be the Articles of Incorporation of the surviving corporation. The By-laws of the Florida Corporation as in effect on the Effective Date shall be the By-laws of the surviving corporation.
3. Directors and Officers. The directors and officers of the Florida Corporation in office on the Effective Date shall become the directors and officers of the surviving corporation until their successors shall have been appointed or elected and shall have qualified.
4. Stock of Illinois Corporation. On the Effective Date, each of the 1,000 outstanding shares of the Common Stock of the Illinois Corporation shall be automatically converted into one share of Common Stock of the Florida Corporation.
5. Stock of the Florida Corporation. On the Effective Date, each outstanding share of Common Stock of the Florida Corporation, all of which shares are held by the Illinois Corporation, shall be cancelled.
6. Property and Liabilities of Constituent Corporations. On the Effective Date, the separate existence of the Illinois Corporation shall cease and the Illinois Corporation shall be merged with and into the Florida Corporation. The Florida Corporation shall, from and after the Effective Date, possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public or of a private nature, and be subject to all the restrictions, disabilities and duties of the Illinois Corporation and the Florida Corporation (the "Constituent Corporations"); all rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, of and debts due to either of the Constituent Corporations on whatever account as well as for stock subscriptions and all other things in action or belonging to each of the Constituent Corporations shall be vested in the Florida Corporation; and all property, rights, privileges, powers and franchises, and all other interests shall be thereafter as effectually the property of the Florida Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Florida Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation may be prosecuted to judgment or decree as if the Merger had not taken place, or the Florida Corporation may be substituted in such action or proceeding.