

Division of Corporations

Page 1 of 2

P02000125796

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

LABOCK TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

LABOCK TECHNOLOGIES, LLC (L02000021787), A FLORIDA LLC

INTO

LABOCK TECHNOLOGIES, INC., a Florida entity, P02000125796

File date: December 2, 2002

Corporate Specialist: Buck Kohr

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ARTICLES OF MERGER
OF
LABOCK TECHNOLOGIES, LLC,
a Florida limited liability company
INTO
LABOCK TECHNOLOGIES, INC.,
a Florida corporation

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Pursuant to the provisions of Section 607.1109 and 608.4382 of the Florida, the undersigned entities adopt the following Articles of Merger:

1. The names and addresses of the parties to the merger are:
 - a. LABOCK TECHNOLOGIES, INC., a Florida corporation (Florida Department of State document number P02000125796) of 625 Ranch Road, Weston, FL 33326, which shall be the surviving corporation;
 - b. LABOCK TECHNOLOGIES, LLC, (Florida Department of State document number L02000021787) of 625 Ranch Road, Weston, FL 33326, which shall be merged into LABOCK TECHNOLOGIES, INC.
2. With respect to LABOCK TECHNOLOGIES, INC., as the surviving corporation, there shall be no changes in the Articles of Incorporation to be effected by the merger.
3. As to each of the parties to the merger, the date of adoption of the Plan of Merger by the shareholders and members by unanimous written consent (i) in accordance with the provisions of Section 607.1109 of the Florida Statutes in the case of LABOCK TECHNOLOGIES, INC., and (ii) in accordance with the provisions of Section 608.4382 of the Florida Statutes in the case of LABOCK TECHNOLOGIES, LLC, was November 30, 2002.

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4. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by this reference.

5. These Articles of Merger shall be effective on the date they are filed with the Florida Secretary of State.

6. LABOCK TECHNOLOGIES, INC., as the surviving corporation of this merger, consents to being served with process in Florida in any proceeding for enforcement of any obligation of LABOCK TECHNOLOGIES, LLC, or of any obligation of LABOCK TECHNOLOGIES, INC. arising from or out of the merger.

Executed and subscribed at Weston, Florida on November 30, 2002.

LABOCK TECHNOLOGIES, INC.,
a Florida corporation

By: 
Carlos Davidov, President

Attest: 
David Alkestasi, Secretary

LABOCK TECHNOLOGIES, LLC,
a Florida limited liability company

By: 
Carlos Davidov, Manager and Member

By: 
David Alkestasi, Member

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ALLAHSEE, FLORIDAPLAN OF MERGER

The following sets forth the Plan of Merger made as of this 30th day of November, 2002 by and between LABOCK TECHNOLOGIES, LLC, a Florida Limited Liability Company, and LABOCK TECHNOLOGIES, INC., a Florida corporation.

PRELIMINARY STATEMENT

- A. LABOCK TECHNOLOGIES, LLC is a limited liability company organized under the laws of the State of Florida on August 23, 2002.
- B. LABOCK TECHNOLOGIES, INC. is a corporation incorporated under the laws of the State of Florida on November 26, 2002.
- C. The parties to this Plan of Merger have determined to merge LABOCK TECHNOLOGIES, LLC into LABOCK TECHNOLOGIES, INC.
- D. The Plan of Merger is permitted under the laws of Florida, meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and is not prohibited by the articles of organization or operating agreement of LABOCK TECHNOLOGIES, LLC or the articles of incorporation or bylaws of LABOCK TECHNOLOGIES, INC.
- E. The undersigned parties have recommended and adopted this Plan of Merger, in accordance with Sections 607.1109 and 608.4381, Florida Statutes, so that the two entities may be merged in accordance with the terms of this Plan.

TERMS

In consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties establish the following Plan of Merger:

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1. Surviving Corporation. LABOCK TECHNOLOGIES, LLC shall be merged into LABOCK TECHNOLOGIES, INC., which shall be the surviving corporate entity. LABOCK TECHNOLOGIES INC shall sometimes be referred to herein as the "Surviving Corporation" and LABOCK TECHNOLOGIES, LLC shall sometimes be referred to herein as the "Merged Entity".

2. Terms and Conditions. The Merged Entity shall be merged into the Surviving Corporation. The Surviving Corporation shall succeed to all of the assets, property, rights and business of the Merged Entity, and shall continue and assume liability for the ongoing obligations of the Merged Entity. The Surviving Corporation shall operate the businesses of the Merged Entity.

3. Conversion of Interests.

a. The interests of the members of the Merged Entity shall be converted and exchanged for Eleven Million Eight Hundred Fifty Thousand (11,850,000) shares of the common voting stock of the Surviving Corporation, which shares shall be fully paid and nonassessable. All member interests in the Merged Corporation shall cease to exist.

b. No shares of the common voting stock of the Surviving Corporation were issued and outstanding prior to the date of this Plan of Merger.

4. Articles of Incorporation of Surviving Corporation. There shall be no change in the articles of incorporation of the Surviving Corporation as a result of this merger.

5. Tax Free Merger. The Surviving Corporation and the Merged Entity deem it advisable and in the best interest of each of the parties that this transaction qualify as a tax free merger under the applicable sections of the Internal Revenue Code of 1986, as amended.

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LABOCK TECHNOLOGIES, LLC,
a Florida Limited Liability Company

By: 
Carlos Davidov, Manager and Member

By: 
David Alkestasi, Member

LABOCK TECHNOLOGIES, INC.,
a Florida corporation

By: 
Carlos Davidov, President

Attest: 
David Alkestasi, Secretary

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