

P02000133680

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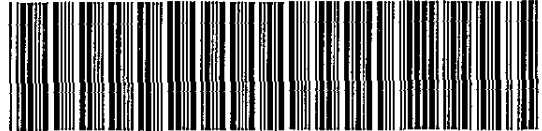
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December 26, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):
Elini Designs Ltd. into Elini Designs Corp.

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ 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

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

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

ARTICLES OF MERGER
Merger Sheet

MERGING:

ELINI DESIGNS LTD., a New York Limited Partnership

INTO

ELINI DESIGNS CORP., a Florida entity, P02000133680.

File date: December 26, 2002 , effective December 31, 2002

Corporate Specialist: Michelle Hodges

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)
ELINI DESIGNS CORP.	Florida	P02000133680

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ELINI DESIGNS LTD.	New York	

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 12 / 31 / 02 (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 12/23/02

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 12/23/02

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)

FILED
02 DEC 26 PM 3:15
STATE OF FLORIDA
TALLAHASSEE

Name of Corporation _____

Typed or Printed Name of Individual & Title

[Handwritten signature]

Nissim Barokas President

[Handwritten signature]

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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>
ELINI DESIGNS CORP.	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
ELINI DESIGNS LTD.	New York

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

The business of the corporations will be solely in the State of Florida and as such the shareholders of both corporations have determined that the merger of the two entities is in the best interest of both corporations. Hence, ELINI DESIGNS LTD., a corporation formed under the laws of New York shall merge into ELINI DESIGNS CORP., a corporation formed under the laws of Florida. As a result of the merger, ELINI DESIGNS LTD., a corporation formed in New York shall cease to exist and all of the assets & liabilities of ELINI DESIGNS LTD., a corporation formed in New York shall become the assets & liabilities of ELINI DESIGNS CORP., a corporation formed in Florida.

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 issued & outstanding share of stock of Elini Designs Ltd., the merging corporation, shall on the effective date of this merger will be exchanged for one share of stock of Elini Designs Corp., the surviving corporation.

(Attach additional sheets if necessary)