

PD2000135539

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400010371714

02/04/03--01048--025 \*\*70.00

FILED

03 FEB -4 PM 4:13

RECEIVED

03 FEB -4 PM 2:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
STATE DIVISIONS  
TALLAHASSEE, FLORIDA

Merger

T BROWN FEB - 4 2003

**CT CORPORATION**

February 4, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5757481 SO  
Customer Reference 1: 21556  
Customer Reference 2: 62975

Dear Secretary of State, Florida:

Please file the attached:

Vic Damone Enterprises, Inc. (Vic Damone Enterprises - CA Dom) (FL)  
Merger (Survivor)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

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

ARTICLES OF MERGER  
Merger Sheet

MERGING:

VIC DAMONE ENTERPRISES, A CALIFORNIA ENTITY NO QUALIFIED IN  
FLORIDA

INTO

**VIC DAMONE ENTERPRISES, INC.**, a Florida entity, P02000135539.

File date: February 4, 2003

Corporate Specialist: Teresa Brown

# 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)
Vic Damone Enterprises, Inc.	FL	002000135539

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Vic Damone Enterprises	CA	1542387

03 FEB -4 PM 4:13  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 1/1/03 (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 1/1/03

~~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 1/1/03

~~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

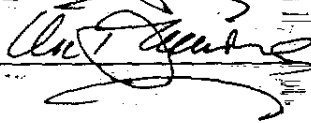
Typed or Printed Name of Individual & Title

Vic Damone Enterprises, Inc.



Vic Damone, President

Vic Damone Enterprises



Vic Damone, President

## PLAN OF MERGER

\* \* \* \* \*

FIRST: (a) The name of each constituent corporation is as follows:

Vic Damone Enterprises, Inc., a Florida corporation ("Surviving Corporation")

Vic Damone Enterprises, a California corporation ("Merging Corporation")

(b) Following the merger, the Surviving Corporation's name shall remain Vic Damone Enterprises, Inc.

SECOND: Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall not be amended and will continue in full force and effect, unless and until subsequently amended.

THIRD: Bylaws. The Bylaws of Surviving Corporation as in effect upon the filing of the Articles of Merger with the Florida Secretary of State ("Effective Time of the Merger") shall continue in full force and effect, unless and until subsequently amended.

FOURTH: Directors and Officers. At the Effective Time of the Merger, the Directors and Officers of Surviving Corporation serving in office or on the Board of Directors shall continue in such capacity for the corporation surviving the Merger until their respective successors have been duly elected and qualified.

FIFTH: Property Rights. All the property, real, personal and mixed, and franchises of each of the constituent corporations, and all debts due on whatever account to any of them, including subscriptions for shares and other choses in action belonging to either of them, shall be deemed to be transferred to and vested in Surviving Corporation, without further action and the title to any real estate, or any interest therein, vested in either of the constituent corporations shall not revert or be in anyway impaired by reason of the Merger. Surviving Corporation shall, from and after the Effective Time of the Merger, be responsible for all of the liabilities of each of the constituent corporations. Liens upon the property of Merging Corporation shall not be impaired by the Merger and any claim existing or action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if the Merger had not taken place or the corporation surviving the Merger may be proceeded against or substituted in its place.

SIXTH: Taxes. Any taxes, penalties and public accounts of California, claimed against the Merging Corporation but not settled, assessed or determined prior to the Merger, shall be settled, assessed or determined against Surviving

Corporation and, together with interest thereon, shall be a lien against the franchises and property, both real and personal, of Surviving Corporation.

SEVENTH: Merging Corporation and Surviving Corporation Common Stock. Each share of Merging Corporation common stock shall be converted into one (1) share of the Surviving Corporation. Each share of the Surviving Corporation common stock outstanding prior to the Merger shall be cancelled and extinguished on the Effective Time of the Merger and shall be marked "Canceled in Merger."

The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

<u>NAME OF CORPORATION</u>	<u>DATE OF ADOPTION</u>
Vic Damone Enterprises	<u>1</u> <u>1</u> , 2003
Vic Damone Enterprises, Inc.	<u>1</u> <u>1</u> , 2003