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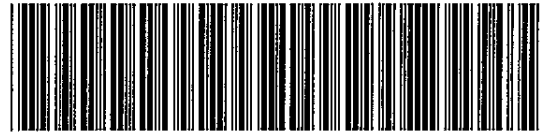
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November 7, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Certificate of Merger for DMJ ENTERPRISES GROUP, INC.
(FLORIDA CORPORATION/SURVIVOR) and DMJ ENTERPRISES,
INC. (NEW YORK CORPORATION)

Enclosed herein please find the Articles of Merger in connection with the above listed corporations. Please file the document and return to me a stamped filed copy of the Articles in the enclosed Federal Express envelope included for your convenience.

I have enclosed my firm's check in the amount of \$70.00, \$35.00 for each corporation involved in the merger.

Thank you for giving this matter your attention.

Very truly yours,


Joan M. Graham

ARTICLES
OF
MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Merger between a Domestic (Florida) Corporation
and Foreign (New York) Corporation)

The undersigned corporations, pursuant to Florida Statutes § 607.1107 hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>Jurisdiction Of Incorporation</u>
DMJ Enterprises Group, Inc.	Florida
DMJ Enterprises, Inc.	New York

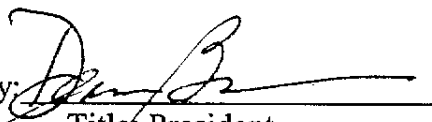
SECOND: The laws of the State of New York permit the merger herein effected, and this merger is in compliance therewith.

THIRD: The Plan of Merger is annexed hereto as Exhibit A. The Plan of Merger sets forth the terms and conditions of the proposed merger and the manner and basis of converting the shares of the corporation to be merged into shares of the surviving corporation. The Plan of Merger was executed by the duly authorized officers of the corporations to be merged.

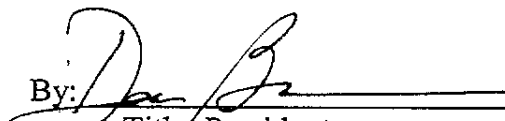
- FOURTH: The merger shall become effective upon the filing of certificates or articles of merger in each jurisdiction of organization of the corporations proposed to be merged.
- FIFTH: The domestic corporation complies with the applicable provisions of Florida Statutes §§ 607.1101 – 607.1104 F.S. and with Florida Statutes 607.1105 as provided in the Plan of Merger
- SIXTH: The Plan of Merger was adopted by the sole shareholder of DMJ Enterprises, Inc., on the 30th day of September 2003.
- SEVENTH: The Plan of Merger was adopted by the sole director of DMJ Enterprises Group, Inc., on the 30th day of September 2003. Pursuant to Florida Statutes § 607.1101(7), no approval by shareholders of DMJ Enterprises Group, Inc. was required to effect the proposed merger.

In witness whereof, the undersigned has signed and executed these Articles of Merger this 30th day of September, 2003.

DMJ ENTERPRISES GROUP, INC.
(Name of surviving corporation)

By: 
Title: President

DMJ ENTERPRISES, INC.
(Name of merged corporation)

By: 
Title: President

PLAN OF MERGER

PLAN OF MERGER, dated as of the 30th day of September, 2003, between DMJ Enterprises, Inc. , a New York corporation, and DMJ Enterprises Group, Inc., a Florida corporation.

WITNESSETH that:

WHEREAS, both of the constituent corporations desire to merge into a single corporation;
and

NOW, THEREFORE, the corporations, parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger (the "Merger") and mode of carrying the same into effect as follows:

FIRST: At the Effective Time (as hereinafter defined) DMJ Enterprises, Inc. shall merge into and with DMJ Enterprises Group, Inc., which shall be the surviving corporation (the "Surviving Corporation").

SECOND: The Certification of Incorporation of DMJ Enterprises Group, Inc. as it may from time to time have been amended and as it is in effect immediately prior to the Effective Time, shall continue in full force and effect upon the Merger as the Certificate of Incorporation of the Surviving Corporation.

THIRD: Each share of the common stock of DMJ Enterprises, Inc. which shall be issued and outstanding as of the Effective Time shall remain issued and outstanding upon the Merger and each such share shall thereafter constitute one share of the common stock of the Surviving Corporation.

FOURTH: Each share of the common stock of, DMJ Enterprises Group, Inc. which shall be issued and outstanding as of the Effective Time shall upon the Merger be forthwith changed and converted into one share of common stock of the Surviving Corporation.

FIFTH: After the Effective Time of the Merger, each holder of a certificate (s) which prior to the Effective Time represented shares of common stock or preferred stock of DMJ Enterprises, Inc. shall surrender such certificate(s) to the Surviving Corporation and each such holder shall be entitled upon such

surrender to receive the number of shares of common stock of the Surviving Corporation on the basis provided herein. From and after the Effective Time and until so surrendered, the certificates which prior to the Effective Time represented shares of the common stock or preferred stock of DMJ Enterprises, Inc. may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange has taken place.

SIXTH: The bylaws of DMJ Enterprises Group, Inc. as in effect immediately prior to the Effective Time shall be and remain the bylaws of the Surviving Corporation upon the Merger until the same shall be altered, amended or repealed as therein provided.

SEVENTH: On and after the Effective Time, the Directors and Officers of the Surviving Corporation shall be those persons identified below, each to hold the office(s) set forth opposite their respective names, all such persons to continue in office until their respective successors are duly elected and qualified in the manner provided in the Certificate of Incorporation and By-laws of the Surviving Corporation, or as otherwise provided by law.


**Deanna BerksonDirector, President,
Treasurer, Secretary**

EIGHTH: As soon as practicable following the date hereof, Certificates of Merger or any similar document required by state law to effect the Merger shall be filed with the Secretaries of State of the States of New York and Florida. The Merger shall become effective upon the filing of the last of such certificates. The time when the Merger shall become effective is herein referred to as the "Effective Time." Concurrently with the execution and filing of Certificates of Merger, the President and Secretary of each of the constituent corporations to the Merger shall execute and deliver to the other constituent corporation to the Merger a certificate setting forth the amount of the shares of each such corporation issued and outstanding as of such time and representing that except for such shares as are represented to be issued and outstanding there are no other shares, options or rights to or in the capital stock of such corporation.

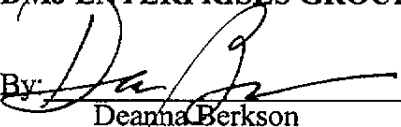
NINTH: On and after the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of DMJ Enterprises Inc. shall be transferred to, vested in, and devolve upon, the Surviving Corporation without further act or deed. In furtherance of the foregoing, upon the Merger, the proper officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of DMJ Enterprises, Inc. all such deeds and instruments and to take or cause to be taken such further or other action in the name and on behalf of DMJ Enterprises Group, Inc. as shall be necessary or desirable to vest, perfect or confirm any and all right, title or interest in, to or under such rights, properties or assets in the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Plan of Merger to be executed as of September 30, 2003.

DMJ ENTERPRISES, INC.

By: 
Deanna Berkson
Title:

DMJ ENTERPRISES GROUP, INC.

By: 
Deanna Berkson
Title: