

PO3000029125

MARVI Inc.  
9131 College Pkwy Suite 138-208  
Fort Myers FL 33919

(Address)

(City/State/Zip/Phone #)

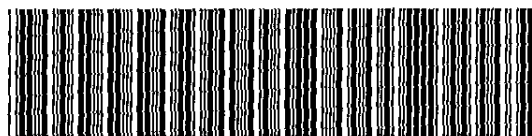
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(Business Entity Name)

(Document Number)

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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Voluntary Acknowledgment	DCC
W. P. Verifier	DCC

FF #60

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Frizone Family Partnership 9131 College Pkwy. Suite 13B-208 Fort Myers, Fl. 339191	Florida	General Partnership
Florida Document/Registration Number: N.A.		FEI Number: 65-0544179
2.		
Florida Document/Registration Number: N.A.		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

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03 JUN 27 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MARVI Inc.	Florida	S-Corporation
9131 College Pkwy. Suite 13B-208		
Fort Myers, Fl. 33919		

Florida Document/Registration Number: P03000029125      FEI Number: 04-3745988

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AUG 27 1998  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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03 AUG 27 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**(Note: Please see instructions for required signatures.)**

Signature(s)

Typed or Printed Name of Individual

**Carlos Frizzone, Partner**

**Tomas Frizzone, Partner**

**Carlos Frizone, President**

(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

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03 AUG 27 AM 8:00  
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TALLAHASSEE, FLORIDA

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Frizone Family Partnership	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
MARVI Inc.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

All assets of the partnership, including real estate, bank accounts, securities (stocks and bonds) are transferred into the name of the corporation. All real estate transfers are made through Quick Claim Deeds. Bank accounts in the name of the Partnership (merging party) are closed and all cash and/or securities in them are transferred into a new account opened under the name of the corporation (surviving party)

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

100% of all shares, interests, obligations or other securities of the merged party are transferred into the corporation (surviving party).

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B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

All rights to acquire interests, shares, obligations or other securities of the merged party are transferred in their entirety and in their existing format to the surviving party.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N.A.

— If General Partner is a Non-Individual,

— Florida Document/Registration Number

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

N.A.

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**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N.A.

**EIGHTH:** Other provisions, if any, relating to the merger:

None

*(Attach additional sheet(s) if necessary)*