

PD3000062928

(Requestor's Name)

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(City/State/Zip/Phone #)

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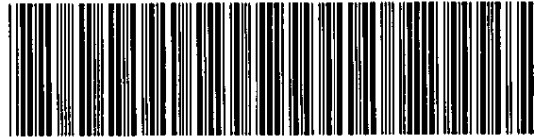
(Business Entity Name)

(Document Number)

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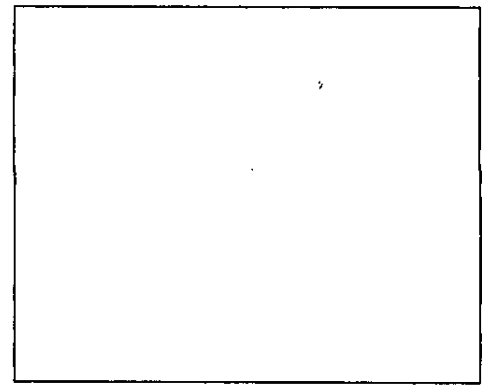
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WALK-IN

ENTITY NAME:

GOLIATH ENTERPRISES, INC.

CK# 6690 FOR \$87.50

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

XXX CERTIFICATE OF STATUS

FILED
14 OCT 31 AM 10:00
STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1109 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>
Kirkendall International Limited 4 Columbus Centre, Wickhams Cay Post Office Box 146 Road Town, Tortola BVI	British Virgin Islands	Corporation
Goliath Enterprises, Inc. 5901 Sun Blvd., Ste. 202 St. Petersburg, FL 33715	Florida	Corporation

Florida Document/Registration Number: P03000062928

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14 OCT 31 AM 10:00
STATE
OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Goliath Enterprises, Inc. 5901 Sun Blvd., Ste. 202 St. Petersburg, FL 33715	Florida	Corporation

Florida Document/Registration Number: P03000062928

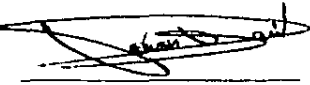
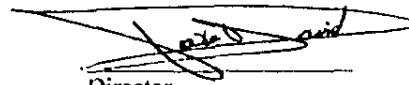
THIRD: The attached Plan of Merger meets the requirements of section 607.1108 Florida Statutes, and was approved by the domestic corporation that is a party to the merger in accordance with Chapter 607 of the Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the foreign corporation that is a party to the merger in accordance with the applicable laws of the British Virgin Islands.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

SIXTH: Signature(s) for each party:

<u>NAME OF ENTITY:</u>	<u>SIGNATURES:</u>	<u>PRINTED NAME OF INDIVIDUAL</u>
KIRKENDALL INTERNATIONAL LIMITED	 Director	DAVID PADOVAN
GOLIATH ENTERPRISES, INC.	 Director	DAVID PADOVAN

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14 OCT 31 AM 10:00
STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

Merger between KIRKENDALL INTERNATIONAL LIMITED, a British Virgin Islands company (the "Disappearing Corporation" or "KIRKENDALL"), and GOLIATH ENTERPRISES, INC., a Florida corporation (the "Surviving Corporation" or "GOLIATH"). The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1104 and 607.1109, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act").

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

<u>Name</u>	<u>Jurisdiction</u>
Kirkendall International Limited 4 Columbus Centre, Wickhams Cay Post Office Box 146 Road Town, Tortola BVI	British Virgin Islands
Goliath Enterprises, Inc. 5901 Sun Blvd., Ste. 202 St. Petersburg, FL 33715	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Goliath Enterprises, Inc. 5901 Sun Blvd., Ste. 202 St. Petersburg, FL 33715	Florida

THIRD: Articles of Organization. The Articles of Organization of GOLIATH shall, without any changes, be the Articles of Organization of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

FOURTH: Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each share of KIRKENDALL outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of GOLIATH in accordance with this Plan. Each share of GOLIATH that is issued and outstanding on the Effective Date shall be cancelled.

FIFTH: Satisfaction of Rights of Shareholders of KIRKENDALL INTERNATIONAL LIMITED. All shares of GOLIATH stock into which the shares of KIRKENDALL shall have been converted, and for which the interests of KIRKENDALL shareholders become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

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14 OCT 31 AM 10:00
SECTION 212
TALLAHASSEE, FLORIDA

SIXTH: Effect of Merger. On the Effective Date, the separate existence of KIRKENDALL shall cease, and GOLIATH shall be fully vested in KIRKENDALL rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

SEVENTH: Further Action Required. If at any time after the Effective Date, KIRKENDALL or GOLIATH shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of KIRKENDALL or GOLIATH as the case may be, whether past or remaining in office, shall execute and deliver upon the request of KIRKENDALL or GOLIATH, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in GOLIATH, or to otherwise carry out the provisions of this Plan.

EIGHTH: Filing with the Florida Department of State and Effective Date. KIRKENDALL and GOLIATH shall cause their respective authorized representative to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by GOLIATH to the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

NINTH: Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated Oct. 27, 2014.

KIRKENDALL INTERNATIONAL LIMITED,
a British Virgin Islands Company

By: _____

DAVID PADOVAN, Director

GOLIATH ENTERPRISES, INC.,
a Florida corporation

By: _____

DAVID PADOVAN, Director

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14 OCT 31 AM 10:00
STATE OF FLORIDA
TALLAHASSEE