

P03000072208

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

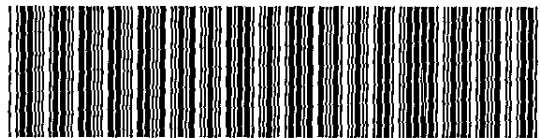
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700022417617

08/29/03--01046--006 **70.00

FILED

03 AUG 29 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

03 AUG 29 AM 11:15

DIVISION OF CONCORDATION

C. Ocullette AUG 29 2003

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ceramic Art of Sarasota, Inc.

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☒ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☐ Cert. Copy

☒ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

ARTICLES OF MERGER

OF

CERAMIC ARTS, INC.,
a Georgia corporation,

INTO

CERAMIC ART OF SARASOTA, INC.,
a Florida corporation

FILED
03 AUG 29 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, CERAMIC ARTS, INC., a Georgia corporation, and CERAMIC ART OF SARASOTA, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging CERAMIC ARTS, INC., into CERAMIC ART OF SARASOTA, INC.:

1. Plan of Merger. The Plan of Merger setting forth the terms and conditions of the merger of CERAMIC ARTS, INC., into CERAMIC ART OF SARASOTA, INC., is attached to these Articles as an exhibit and is hereby incorporated herein by this reference.

2. Adoption of Plan by Ceramic Arts, Inc. The Plan of Merger was unanimously approved in writing by the shareholders of CERAMIC ARTS, INC., in lieu of special meetings for that purpose, such writing dated as of 8/25, 2003. Such shareholder approval was obtained after the Plan of Merger had been recommended for approval to the shareholders by the unanimous written consent of the Board of Directors dated 8/25, 2003, in lieu of a special meeting.

3. Adoption of Plan by Ceramic Art of Sarasota, Inc. The Plan of Merger was approved in writing by the directors and shareholders of CERAMIC ART OF SARASOTA, INC., in lieu of special meetings for that purpose, such writing dated as of 8/25, 2003.

4. Effective Date. The Plan of Merger shall be effective upon the filing of these articles with the Florida Department of State and with the Secretary of State of Georgia.

5. Foreign Law. The laws of the State of Georgia, the jurisdiction of organization of CERAMIC ARTS, INC., permit the merger contemplated by the Plan of Merger, and the laws of the State of Georgia on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Georgia will have been complied with.

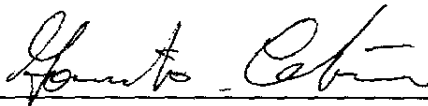
6. Publication. A request for publication of a notice of filing of these Articles and payment therefor will be made in accordance with O.C.G.A. Section 14-2-1105.1(b).

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of 8/25, 2003.

CERAMIC ARTS, INC.

a Georgia corporation

By: _____



Fausto Catena

(Print Name)

Its: President

Dated: August 25, 2003

CERAMIC ART OF SARASOTA, INC.

a Florida corporation

By: _____



JENNIFER L. CATENA

Its: President

Dated: August 25, 2003

PLAN OF MERGER

This agreement is made between CERAMIC ART OF SARASOTA, INC., a Florida corporation, and CERAMIC ARTS, INC., a Georgia corporation, the corporations being sometimes hereafter collectively referred to as the "Constituent Corporations."

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that CERAMIC ARTS, INC. (the "Disappearing Corporation"), be merged with and into CERAMIC ART OF SARASOTA, INC. a Florida corporation (the "Surviving Corporation"), and desire to merge the two corporations under the laws of the State of Florida and under the laws of the State of Georgia, as applicable, in the manner provided therefore pursuant to those laws;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. Agreement to Merge. The Constituent Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

2. Name of Merged Corporation. The name of the Surviving Corporation shall be "CERAMIC ART OF SARASOTA, INC."

3. Place of Office of Surviving Corporation. The place in Florida where the principal office of the Surviving Corporation is to be located is 1515 Ringling Boulevard, 10th Floor, Sarasota, Florida 34236.

4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are to engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.

5. Authorized Shares of Corporations. The present number of shares which the Disappearing Corporation is authorized to issue is 100,000 shares of no par voting common stock, of which 2,001 shares are now issued and outstanding. The present number of shares which the

Surviving Corporation is authorized to issue is 100,000 shares of \$1.00 par voting common stock of which 2,001 shares are now issued and outstanding.

6. Directors. The present directors of the Surviving Corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

7. Name and Residence of Agent of Corporation. Richard R. Gans, whose mailing address is 1515 Ringling Boulevard, 10th Floor, Sarasota, Florida 34236, shall be, and is hereby, appointed as the agent on whom process, tax notices, and demands against the Surviving Corporation or either of the Constituent Corporations may be served.

8. Mode of Effecting Merger. All outstanding shares of CERAMIC ARTS, INC. shall be cancelled as of the Effective Date defined below.

9. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interests. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation. All debts, liabilities and duties of the Disappearing Corporation shall become those of the Surviving Corporation.

10. Articles of Incorporation. The Articles of Incorporation of CERAMIC ART OF SARASOTA, INC., shall be the articles of the Surviving Corporation, until amended as provided by law.

11. Bylaws. The Bylaws of CERAMIC ART OF SARASOTA, INC., shall be the Bylaws of the Surviving Corporation, until amended as provided by law.

12. Effective Date of Plan. This Plan of Merger shall become effective when this Plan, or other such other appropriate certificate, has been filed with the Florida Department of State in the manner provided by law (the "Effective Date").

13. Directors' Rights to Abandon Merger. The Board of Directors of each of the Constituent Corporations shall have the power of its discretion to abandon the merger provided for

herein prior to the filing of this agreement provided such Corporation has such power under the law applicable to it prior to the effective date.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations, on the date indicated below.

CERAMIC ART OF SARASOTA, INC.
a Florida corporation

By: Jennifer L. Catena
JENNIFER L. CATENA
Its: President

Dated: August 25, 2003

By: Jennifer L. Catena
JENNIFER L. CATENA
Its: Secretary

Dated: August 25, 2003

(CORPORATE SEAL)

CERAMIC ARTS, INC.
a Georgia corporation

By: *Fausto Catena*
Fausto Catena
(Print Name)

Its: President

Dated: August 25, 2003

By: *Jennifer L. Catena*
Jennifer L. Catena
(Print Name)

Its: Secretary

Dated: August 25, 2003

(CORPORATE SEAL)

CERTIFICATE

I, JENNIFER L. CATENA, in my capacities as President and Secretary of CERAMIC ART OF SARASOTA, INC., a Florida corporation, do hereby certify:

1. That, pursuant to the provisions of Florida Statutes Chapter 607, the Directors of CERAMIC ART OF SARASOTA, INC., a Florida corporation, consented in writing on August 25, 2003, to the adoption of the foregoing Plan of Merger.

2. That, pursuant to the provisions of Florida Statutes Chapter 607, the shareholders of CERAMIC ART OF SARASOTA, INC., a Florida corporation, consented in writing on August 25, 2003, to the adoption of the foregoing Plan of Merger and authorized the President and Secretary of said corporation to execute the agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands on August 25, 2003.

CERAMIC ART OF SARASOTA, INC.
a Florida corporation

By: Jennifer L. Catena
JENNIFER L. CATENA

Its: President

Dated: August 25, 2003

By: Jennifer L. Catena
JENNIFER L. CATENA

Its: Secretary

Dated: August 25, 2003

(CORPORATE SEAL)

299427