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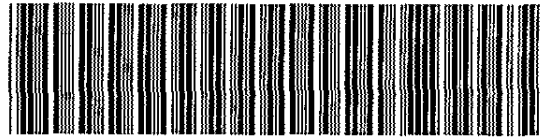
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TALLAHASSEE, FLORIDA

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# COHEN. NORRIS. SCHERER WEINBERGER & WOLMER

ATTORNEYS AT LAW

FRED C. COHEN, P.A.\*\*  
GREGORY R. COHEN  
BERNARD A. CONKO\*  
BLAINE C. DICKENSON  
HILLARY H. GULDEN  
DOMINIC S. LIBERI\*  
ALFRED G. MORICI\*  
DAVID B. NORRIS, P.A.  
PETER R. RAY  
KENNETH J. SCHERER, P.A.  
KYLE A. SILVERMAN\*  
JAMES S. TELEPMAN\*\*\*  
ROBERT M. WEINBERGER, P.A.  
BRENT G. WOLMER, P.A.

OF COUNSEL

RICHARD S. RACHLIN, P.A.

RICHARD S. RACHLIN\*

\*Board Certified Civil Trial Attorney

June 27, 2003

\*Of Counsel  
\*\*Board Certified Real Estate  
\*\*\*Board Certified Business Litigation

Karen Gibson  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

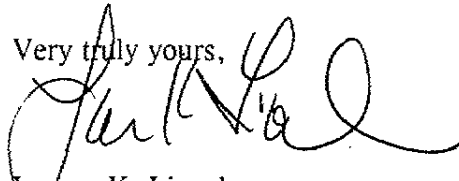
Re: Articles of Merger/Plan of Merger  
**MODEL EXPO, INC./EURO IMPORTS, INC.**  
Our File No. 98355.000

Dear Karen:

Pursuant to our telephone conversation, enclosed please find the above referenced Articles and Plan of Merger wherein the surviving corporation will be Model Expo, Inc. You are holding the Articles of Incorporation for said corporation.

Enclosed please also find check in the amount of \$78.75 to cover the cost of filing the merger and certified copy of same. Your assistance is greatly appreciated. If there should be any questions, please contact me at 561/844-3600. I will be on vacation from July 3 to July 11, 2003.

Very truly yours,



Larissa K. Lincoln  
Legal Assistant

seeMerger.ltr  
enclosures

cc: Marc Mosko via facsimile 954/925-2240  
Don Dorra via facsimile 832-7580

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

712 U.S. HIGHWAY ONE • SUITE 400 • P.O. BOX 13146 • NORTH PALM BEACH, FLORIDA 33408-7146  
TELEPHONE: (561) 844-3600 • FACSIMILE: (561) 842-4104

## 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)
MODEL EXPO, INC.	Florida	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
EURO IMPORTS, INC.	New Jersey	3777258500

**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**      /      /      (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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_

May 5, 2003 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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_

May 5, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

EURO IMPORTS, INC.

Wachowicz

Marc Mosko, President

MODEL EXPO, INC.

Chrysothrix

Marc Mosko, President

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
MODEL EXPO, INC.	Florida

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
EURO IMPORTS, INC.	New Jersey

**Third:** The terms and conditions of the merger are as follows: The Bylaws of the Surviving Corporation in effect at the time of the Merger becoming effective, shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation. The Officers and Directors of the Surviving Corporation in office at the time of the Merger becoming effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified. The shareholders of the Constituent Corporation dissenting from the Merger, if any, are entitled, if they qualify and otherwise comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation under Florida law.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: All shares of the Merged Corporation shall be deemed canceled and each of the shares of the Surviving Corporation shall remain issued and outstanding.

(Attach additional sheets if necessary)