

P03000097044

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

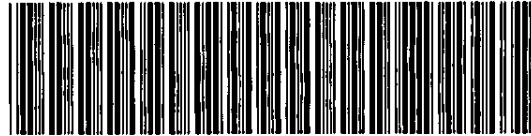
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FILED  
13 DEC 31 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PARAMOUNT REFRESHMENT SOLUTIONS, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

FRANCIS X. CASTORO, ESQ

Contact Person

FRANCIS X. CASTORO, P.A.

Firm/Company

5300 NORTH FEDERAL HIGHWAY

Address

FORT LAUDERDALE, FLORIDA 33308

City, State and Zip Code

AlbertM@ParamountVending.com ✓

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

FRANCIS X. CASTORO, ESQ at (954) 922-0505

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
EXPRESSO MANIA, LLC	FLORIDA	LIMITED LIABILITY COMPANY
		LOG - 104190

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PARAMOUNT REFRESHMENT SOLUTIONS, INC	FLORIDA	CORPORATION
		P03 - 97044

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

The Surviving entity has been previously formed and is active.

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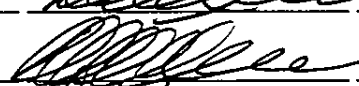

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
PARAMOUNT REFRESHMENT SOLUTIONS, INC.		ALBERT J. MINIACI, President
EXPRESSO MANIA, LLC		ALBERT J. MINIACI, Trustee *
EXPRESSO MANIA, LLC		DOMINICK F. MINIACI, Trustee **

\* of ALBERT J. MINIACI REVOCABLE TRUST as co-Managing Member  
\*\* of DOMINICK F. MINIACI REVOCABLE TRUST as co-Managing Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

FILED  
13 DEC 31 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

FILED  
13 DEC 31 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
EXPRESSO MANIA, LLC	FLORIDA	LIMITED LIABILITY COMPANY

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PARAMOUNT REFRESHMENT SOLUTIONS, INC.	FLORIDA	CORPORATION

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

The Merging entity and the Surviving entity are each owned by: ALBERT J. MINIACI REVOCABLE TRUST and the DOMINICK F.

MINIACI REVOCABLE TRUST, each respectively owned as 50% Members of the Merging entity as well as being 50% Shareholders of

the Surviving entity. There are no other parties having any interest in and to either the Merging entity or the Surviving

entity. The sole purpose of this Merger is to consolidate the rights, shares, interests and obligations of the Merging entity

into the Surviving entity and, upon such merger, to voluntarily dissolve the Merging entity. By virtue of Special Meetings held by

all Members of the Merging entity and of all Shareholders of the Surviving entity, it has been concluded that all

rights, shares, interests and obligations of the Merging entity will be merged with and will inure to the benefit of the

Surviving entity and that such merger has been approved as being in the best interest of each entity and their

owners

*(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See THIRD ARTICLE, above. Other than the effects of the merger, no other consideration is to be exchanged by and between the Merging entity, the Surviving entity or its respective Members or Shareholders, nor are any Membership Units, Shareholder Shares or any other interests being created or transferred by and between the entities or there respective Members or Shareholders. There are no outstanding obligations of the Merging entity, however, if obligations are found to have accrued prior to the merger, then the Surviving entity will assume such obligations.

*(Attach additional sheet if necessary)*

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

See THIRD ARTICLE, above. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of the Merging entity by the Surviving entity has been approved and effectuated by virtue of the Special Meetings of the Members of the Merging entity and of the Shareholders of the Surviving entity.

*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

not applicable

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

not applicable

*(Attach additional sheet if necessary)*



**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Wind-down activities and filings will be duly performed for the Merging entity.

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

The EFFECTIVE DATE of the Merger is: DECEMBER 31, 2013

*(Attach additional sheet if necessary)*

**MINUTES OF SPECIAL MEETING OF THE MEMBERS  
OF  
EXPRESSO MANIA, LLC**

**PRESIDING HERewith** are the all of the Members of the entity known as: **ESPRESSO MANIA, LLC**, a Florida Limited Liability Company (the "Company"), who have held a Special Meeting on December 27, 2013.

**ITEM I**

**WAIVER OF NOTICE TO THE MEMBERS / QUORUM / DUE AUTHORITY**

The first item of business that was taken up was the waiver of formal notice to the Members of the Company, who are:

**ALBERT J. MINIACI as Trustee of the ALBERT J. MINIACI REVOCABLE TRUST**

**DOMINICK F. MINIACI as Trustee of the DOMINICK F. MINIACI REVOCABLE TRUST**

The aforementioned Members hereby waive formal notice of this Special Meeting. Said Members confirm that they in and of themselves, constitute the entire membership of the Company and they hereby reaffirm that they, in and of themselves, constitute a full Quorum of the Company established pursuant to the Articles of Organization and its Operating Agreement. Thus, the presiding Members present at this meeting are vested with the absolute right and due authority to propose, vote on, and pass any resolution or conduct any business of the Company without obtaining any third party approval.

**ITEM II**

**MERGER INTO PARAMOUNT REFRESHMENT SOLUTIONS, INC.**

The Members stated that the purpose of the Special Meeting was to announce the proposed merger of the Company into PARAMOUNT REFRESHMENT SOLUTIONS, INC. ("PRS"). The reason for the merger being stated was that a consolidation of the interests of the Company into PRS would yield a more effective operation of business. It was confirmed that: (1) the Company and PRS are each respectively owned by the ALBERT J. MINIACI REVOCABLE TRUST (as a 50% owner) and the DOMINICK F. MINIACI REVOCABLE TRUST (as a 50% owner); (2) that all interests and obligations of the Company can be transferred to PRS without the requirement of obtaining any third

party approval; (3) that no money, stock or other consideration is to be exchanged in order to consummate the merger; (4) that upon the merger, all filings will be made and the Company would be wound-down and voluntarily dissolved with the Secretary of the State of Florida – Division Corporations; and (5) the merger is to be effective: December 31, 2013.

The Members recommend that the proposed merger reflects a transaction which is in the best interest of the Company and hereby requests a vote of approval thereof to ratify and carry out such activity

### **ITEM III**

#### **DESIGNATION OF AUTHORITY**

With respect to the consummation of the above-described merger, the Board hereby duly declares, designates, appoints, and authorizes:

**ALBERT J. MINIACI as Trustee of the ALBERT J. MINIACI REVOCABLE TRUST**  
**DOMINICK F. MINIACI as Trustee of the DOMINICK F. MINIACI REVOCABLE TRUST**

each in its respective capacity as A Co-Managing Member to execute, sign, seal, acknowledge and deliver any and all instruments, agreements, settlement statements or other documents deemed necessary with respect to the consummation of the proposed merger.

#### **VOTE PROPOSED, SECONDED, CARRIED AND ACCEPTED**

After due consideration, on motion duly made by the Members, the Items, I, II, & III, above, set forth on the aforementioned terms and conditions were all proposed, seconded, carried and unanimously accepted and approved by the Members and shall be effective immediately. On motion duly made, seconded and carried, the minutes of this Special Meeting in the Company was recorded in the Company minutes book. There being no further business requiring action or consideration to be presently made by the Members and upon motion duly made, seconded and carried, this Special Meeting was adjourned.

DATE: DECEMBER 27, 2013

ACKNOWLEDGED AND APPROVED BY THE MEMBERS EACH BEING A CO-MANAGING MEMBER

ALBERT J. MINIACI REVOCABLE TRUST

  
BY: ALBERT J. MINIACI – TRUSTEE  
A: 50% SHAREHOLDER

DOMINICK F. MINIACI REVOCABLE TRUST

  
BY: DOMINICK F. MINIACI – TRUSTEE  
A: 50% SHAREHOLDER

**CERTIFICATION OF RESOLUTION**

I, the below-named co-Managing Member of the Company, hereby certify that the foregoing is a full, true, and correct copy of the Resolution of the Members of the Company, duly and regularly passed and adopted at the aforementioned Special Meeting of the Members, which has been duly called and held in all respects as required by law, the Articles and the Operating Agreement of the Company, at which a quorum of the Members was present.

DOMINICK F. MINIACI REVOCABLE TRUST

  
BY: DOMINICK F. MINIACI – TRUSTEE  
A: CO-MANAGING MEMBER

**MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS  
OF  
PARAMOUNT REFRESHMENT SOLUTIONS, INC.**

**PRESIDING HERewith** are the members of the Board of Directors of the corporation known as: **PARAMOUNT REFRESHMENT SOLUTIONS, INC.**, a Florida corporation (the "Corporation"), who have held a Special Meeting on December 27, 2013.

**ITEM I**

**WAIVER OF NOTICE TO BOARD OF DIRECTORS / QUORUM / DUE AUTHORITY**

The first item of business that was taken up was the waiver of formal notice to the members of the Board of Directors, who are:

**ALBERT J. MINIACI as Trustee of the ALBERT J. MINIACI REVOCABLE TRUST**

**DOMINICK F. MINIACI as Trustee of the DOMINICK F. MINIACI REVOCABLE TRUST**

The aforementioned members of the Board of Directors hereby waive formal notice of this Special Meeting. Said members of the Board of Directors confirm that they in and of themselves, constitute the entire Board of Directors of the Corporation and they hereby reaffirm that they, in and of themselves, constitute a full Quorum of the Corporation established pursuant to the corporate By-Laws, Charter and/or Articles of Incorporation. Thus, the presiding members of the Board of Directors present at this meeting are vested with the absolute right and due authority to propose, vote on, and pass any resolution or conduct any business of the Corporation without obtaining any third party approval.

**ITEM II**

**MERGER OF ENTITIES INTO THE CORPORATION**

The Chairperson stated that the purpose of the Special Meeting was to announce the proposed merger of the entity known as: **EXPRESSO MANIA, LLC** (jointly the "Merging Entity") into the Corporation. The reason for the merger being stated was that a consolidation of the interests of the Merging Entity into the Corporation would yield a more effective operation of business. It was confirmed that: (1) the Merging Entity and the Corporation are each respectively owned by the **ALBERT J. MINIACI REVOCABLE TRUST** (as a 50% owner) and the **DOMINICK F. MINIACI REVOCABLE TRUST** (as a

50% owner); (2) that all interests and obligations of the Merging Entity may be transferred to the Corporation without the requirement of obtaining any third party approval; (3) that no money, stock or other consideration is required to be exchanged in order to consummate the merger; (4) that upon the merger, all filings will be made and the Merging Entity will be wound-down and voluntarily dissolved with the Secretary of the State of Florida – Division Corporations; and (5) the merger is to take effect: December 31, 2013.

The Board recommends that the proposed merger reflects a transaction which is in the best interest of the Corporation and hereby requests a vote of approval thereof to ratify and carry out such activity

### **ITEM III**

#### **DESIGNATION OF AUTHORITY**

With respect to the consummation of the above-described merger, the Board hereby duly declares, designates, appoints, and authorizes: **ALBERT. J. MINIACI**, in his capacity as **PRESIDENT**, to execute, sign, seal, acknowledge and deliver any and all instruments, agreements, settlement statements or other documents deemed necessary with respect to the consummation of the proposed merger.

#### **VOTE PROPOSED, SECONDED, CARRIED AND ACCEPTED**

After due consideration, on motion duly made by the Chairperson, the Items, I, II, & III, above, set forth on the aforementioned terms and conditions were all proposed, seconded, carried and unanimously accepted and approved by the Board of Directors and shall be effective immediately. On motion duly made, seconded and carried, the Secretary was directed to record the minutes of this Special Meeting in the corporate minutes book. There being no further business requiring action or consideration to be presently made by the Board of Directors and upon motion duly made, seconded and carried, this Special Meeting was adjourned.

DATE: DECEMBER 27, 2013

ACKNOWLEDGED AND APPROVED BY THE BOARD OF DIRECTORS

ALBERT J. MINIACI REVOCABLE TRUST

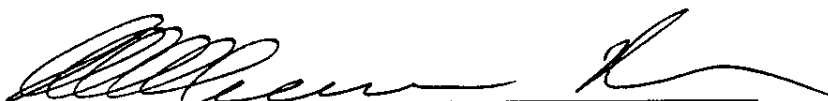
  
BY: ALBERT J. MINIACI – TRUSTEE

DOMINICK F. MINIACI REVOCABLE TRUST

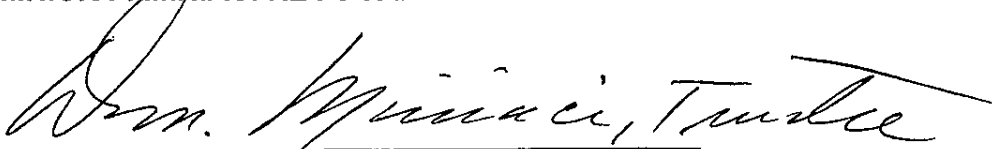
  
BY: DOMINICK F. MINIACI – TRUSTEE

ACKNOWLEDGED AND APPROVED BY THE SHARHOLDERS

ALBERT J. MINIACI REVOCABLE TRUST

  
BY: ALBERT J. MINIACI – TRUSTEE  
A: 50% SHAREHOLDER

DOMINICK F. MINIACI REVOCABLE TRUST

  
BY: DOMINICK F. MINIACI – TRUSTEE  
A: 50% SHAREHOLDER

**CERTIFICATION OF RESOLUTION**

I, the below-named Secretary of the corporation, hereby certify that the foregoing is a full, true, and correct copy of the Resolution of the Board of Directors of the corporation, duly and regularly passed and adopted at the aforementioned Special Meeting of the Board of Directors, which has been duly called and held in all respects as required by law, the Articles and the By-Laws of the Corporation, at which a quorum of the Board of Directors was present.

  
BY: DOMINICK F. MINIACI  
ITS: SECRETARY  
DATE: DECEMBER 27, 2013



NO7000005943



Association of Exchange & Development Activities & Partnership, AEDAP INC

TO: Amendment Section  
Division of Corporations

SUBJECT: Change of Address for the  
Name of Corporation

Association of Exchange  
and Development of  
Activities & Partnership  
AEDAP

DOCUMENT NUMBER: FIN # 223-965-455

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

500255884635

Marie Flore Linder-Latorne  
Name of Contact Person

Association of Exchange... AEDAP  
Firm/Company

New Address

11301 South Dixie Hwy #56 6235  
Address

Miami, Florida 33256  
City/State and Zip Code

loulousse@aol.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marie Flore Linder-Latorne at (305) 3082889  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Department of State.

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



Association of Exchange & Development of Activities & Partnership, AEDAP INC

An Email was sent  
regarding address change  
Not sure if you got it  
Please help on request  
Our New Address is

11301 South Dixie Hwy #6235  
Miami, Fla 33256

Mailing Address  
was changed  
1/6/14