P03000127983

(Requestor's Name)

From: Origin ID: (954)452-8813
Ursula Atkinson
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN OCT 2 5 2005

Date: 10/14/05

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

Re: Articles of Merger of Automatic Vend-Systems, Inc., into Painters of Boca, Inc.

Gentlemen:

Enclosed please find Articles of Merger with Plan of Merger attached, as above captioned, together with this firm's check no. 2654, payable to Florida Department of State, in the sum of $78.75, for the filing fee and payment for return to this firm of a certified copy.

Please file the articles of merger and return the certified copy to the undersigned.

Sincerely,

FRANK GUTTA PRES
PAINTERS OF BOCA, INC
8211 W BROWARD BLVD #350
PLANTATION, FL 33324

FILED
05 OCT 19 AM 10: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

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

| Name | Jurisdiction | Document Number |
|---|---|---|
| **PAINTERS OF BOCA, INC.** | **Florida** | **P03000127983** |

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

| Name | Jurisdiction | Document Number |
|---|---|---|
| **AUTOMATIC VEND-SYSTEMS, INC.** | **Florida** | **P02000072660** |

**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.

**Fifth:** Adoption of Merger by **surviving** corporation:
The Plan of Merger was adopted by the shareholders of the surviving corporation on October 1, 2005.

**Sixth:** Adoption of Merger by **merging** corporation:
The Plan of Merger was adopted by the shareholders of the merging corporation on October 1, 2005.

**Seventh:** **SIGNATURES FOR EACH CORPORATION**

**PAINTERS OF BOCA, INC.**

**By:** ______________________
**Frank Gutta, President**

**AUTOMATIC VEND-SYSTEMS, INC.**

**By:** ______________________
**Alexandre Maldonado, Vice President**

# PLAN OF MERGER

Merger between **PAINTERS OF BOCA, INC.**, a Florida corporation, document number **P03000127983** (the "Surviving corporation"), and **AUTOMATIC VEND-SYSTEMS, INC.**, a Florida corporation, document number **P02000072660** (the "Merging corporation"). This Merger is being effected pursuant to this Plan of Merger in accordance with Section 607.1101 *et seq.* of the Florida Business Corporation Act.

**FIRST:** The name and jurisdiction of the **surviving** corporation is **PAINTERS OF BOCA, INC.**, a Florida corporation

**SECOND:** The name and jurisdiction of the **merging** corporation is **AUTOMATIC VEND-SYSTEMS, INC.**, a Florida corporation

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

On the Effective Date, the separate existence of the Merging corporation shall cease, and the Surviving corporation shall be fully vested in the merging Corporation's rights, privileges, immunities, powers, and franchises, and subject to its restrictions, liabilities, disabilities, and duties, all as more fully set forth in Section 607.1106 of the Florida Business Corporation Act.

If at any time after the Effective Date, Surviving corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving corporation or Merging corporation, as the case may be, whether past or remaining in office, shall execute and deliver , upon request of Surviving corporation, 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 Surviving corporation, or to otherwise carry out the provisions of this Plan.

Merging corporation and Surviving corporation shall cause their respective President or Vice President 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 Surviving corporation to the Florida Department of State. The Effective Date shall be the date the Articles of Merger are filed with the Florida Department of State.

**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 Corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the Effective Date, each share of the Merging corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of the common stock of the Surviving corporation in accordance with this Plan. Each share of Surviving corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving corporation stock.

All shares of Surviving corporation's stock into which Merging corporation's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

**FIFTH:** Amendment of Articles of Incorporation of Surviving corporation:
The Articles of Incorporation of Surviving Corporation as in effect immediately prior to the Effective Date, with the following amendment, shall be the Articles of Incorporation of the Surviving corporation until further amended as provided by law. The amendment to Surviving corporation's Articles of Incorporation is as follows:

**ARTICLE 4: AUTHORIZED NUMBER OF SHARES AND OWNERSHIP RESTRICTIONS** of the Articles of Incorporation of the Surviving corporation is amended to read as follows:

**ARTICLE 4: AUTHORIZED SHARES**: This corporation is authorized to issue ten thousand (10,000) shares of common stock having no par value.