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*merger  
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04/28/06--01051--004 \*\*35.00

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FILED  
06 JUN 19 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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April 27, 2006

State of Florida  
Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Gar Shing Realty Corp., a Florida Corporation  
Document Number P03000144677

Ladies and Gentlemen:

Please find enclosed the Articles of Merger for the above-referenced corporation, as well as this firm's check number 0014126 in the amount of \$43.75 to cover the \$35.00 merger fee plus the \$8.75 certified copy fee.

Also enclosed is extra check number 0014127 in the amount of \$35.00, in case the extra merger fee is required for the second entity (though it is not a Florida entity).

Thank you.

Sincerely,



Robert O. Marks

ROM/pbo  
via Federal Express  
enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 3, 2006

ROBERT O. MARKS, ESQ.  
SMITH, MACKINNON, P.A.  
P. O. BOX 2254  
ORLANDO, FL 32802-2254

SUBJECT: GAR SHING REALTY CORP.  
Ref. Number: P03000144677

We have received your document for GAR SHING REALTY CORP. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Theresa Lewis  
Document Specialist Supervisor

Letter Number: 006A00031443

CORRECTED DOCUMENTS ATTACHED;;

THANK YOU.

ROBERT O. MARKS, ESQ.  
SMITH MACKINNON PA  
PH 407-843-7300

**ARTICLES OF MERGER**  
**(Profit Corporations)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are being 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 is:

name	jurisdiction	document number
Gar Shing Realty Corp. 5848 Oxford Moor Blvd. Windermere, Florida 34786	State of Florida	P03000144677

**SECOND** The name and jurisdiction of each **merging** corporation is:

name	jurisdiction	document number
Gar Shing Realty Corp. 5848 Oxford Moor Blvd. Windermere, Florida 34786	State of Florida	P03000144677
Gar Shing Realty Corp. 1665 West 9th Street Brooklyn, New York 11223	State of New York	n/a

**THIRD:** The Plan of Merger is attached.


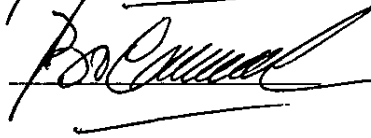
**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** Adoption of Merger by **surviving** corporation:  
The Plan of Merger was adopted by the shareholders of the surviving corporation on April 18, 2006.

**SIXTH:** Adoption of Merger by **merging** corporations:  
The Plan of Merger was adopted by the shareholders of the merging corporations on April 18, 2006.

Articles of Merger, page two

**SEVENTH:** Signatures for each corporation:

name of corporation	signature of officer or director	typed or printed name of individual, and title
Gar Shing Realty Corp., a Florida Corporation		Bo Canh Kha, Pres. and Dir.
Gar Shing Realty Corp., a dissolved New York Corporation		Bo Canh Kha, surviving director

**PLAN OF MERGER**  
**(Non Subsidiaries)**

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

**FIRST:** The name and jurisdiction of the **surviving** corporation is:

name	jurisdiction
Gar Shing Realty Corp.	State of Florida

**SECOND:** The name and jurisdiction of each **merging** corporation is:

name	jurisdiction
Gar Shing Realty Corp.	State of Florida
Gar Shing Realty Corp.	State of New York

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

The shareholders, officers, and directors of the two merging corporations are Bo Canh Kha and Donna Kha. They will be the sole shareholders, officers, and directors of the surviving corporation. There will be no consideration exchanged for the merger.

**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:

The shareholders each own, in equal amounts, the shares in each merging corporation. Subsequent to the merger, the shareholders will own their interests, in equal amounts, in the surviving corporation.

Plan of Merger, page two

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporate are indicated below or attached: N/A

OR

Restated articles are attached: N/A

Other provisions relating to the merger are as follows: N/A