

P03000153916

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

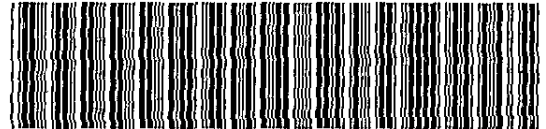
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700041553087

10/07/04--01004--024 **70.00

FILED
04 OCT -7 AM 10:58
TALLAHASSEE, FLORIDA

Merger
10.14.04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Swisherburgos, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

George Swisher

(Name of person)

Swisherburgos, Inc.

(Name of firm/company)

1001-1 Kings Avenue

(Address)

Jacksonville, FL 32207

(City/state and zip code)

For further information concerning this matter, please call:

George Swisher

(Name of person)

at (904) 396-3865
(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILED
04 OCT -7 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

FILED
04 OCT -7 AM 10:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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)
Swisherburgos, Inc.	Florida	P03000153916

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Cado Creative, Inc.	Florida	P02000067100

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 09/17/2004 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 09/17/2004 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Swisherburgos, Inc.



George Swisher, Director

Cado Creative, Inc.



Daniel Burgos, 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>
Swisherburgos, Inc	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Cado Creative, Inc	Florida

Third: The terms and conditions of the merger are as follows:

See attachment, items 3.1 and 3.2

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:

See attachment, item 4.1

(Attach additional sheets if necessary)

TERMS AND CONDITIONS OF MERGER

3.1 Upon the terms and subject to the conditions set forth in this agreement, and in accordance with the Florida Business Corporation Act, Cado Creative Inc. ("Cado") shall be merged with and into Swisherburgos, Inc. ("Company"). At the Effective Time, the separate corporate existence of Cado shall cease, and the Company shall continue as the surviving corporation (the "Surviving Corporation").

3.2 The directors and officers of Cado at the Effective Time shall be the directors and officers of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors have been duly elected or appointed in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

MANNER AND BASIS OF CONVERTING SHARES

4.1 At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of Company Common Stock or the holder of any capital stock of Cado, each share of the capital stock of Cado issued and outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and nonassessable share of Common Stock of the Surviving Corporation.