

P04000052249

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

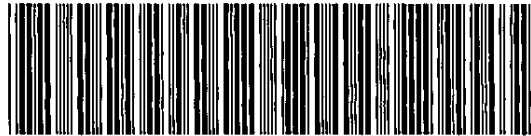
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300110437563

10/26/07--01001--007 **70.00

EFFECTIVE DATE
10-26-07

RECEIVED
07 OCT 25 PM 3:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED
07 OCT 25 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

C. Couture OCT 25 2007



UCC FILING & SEARCH SERVICES, INC.
1574 Village Square Blvd Ste 100
Tallahassee, Florida 32309
(850) 681-6528 P

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

October 25, 2007

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

GSADL, Inc. into Quality of Life Holdings, Inc.

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER
OF
GSADL, INC., a Florida corporation
and

QUALITY OF LIFE HOLDINGS, INC., a Florida corporation

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are Quality of Life Holdings, Inc., a Florida corporation, (the "Surviving Corporation") and GSADL, Inc., a Florida corporation, (the "Merged Corporation").

ARTICLE II. Surviving Corporation. The corporation to survive the Merger is Quality of Life Holdings, Inc., a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger and Effective Date. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger"). Pursuant to the Plan of Merger, the merger shall be effective as of the close of business on October 26, 2007.

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the shareholders and the members of the Board of Directors of both the Surviving Corporation and the Merged Corporation by unanimous written action of even date herewith as required by the laws of the State of Florida which vote is sufficient for approval and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 24th day of October, 2007.

QUALITY OF LIFE HOLDINGS, INC.

By: 

Michael J. Moses, II, President

GSADL, INC.

By: 

Michael J. Moses, II, President

FILED
AND
01 OCT 25 PM 3:44
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

10-26-07

PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into as of the 24th day of October, 2007, by and between Quality of Life Holdings, Inc., a Florida corporation (the "Surviving Corporation") and GSADL, Inc., a Florida corporation (the "Merged Corporation").

Recitals

A. The Surviving Corporation and the Merged Corporation desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of a corporate reorganization pursuant to the provisions of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.

B. The Surviving Corporation desires to merge and combine with the Merged Corporation in order to expand its business and further its corporate purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date of the Merger specified herein, GSADL, Inc., a Florida corporation, shall merge with and into Quality of Life Holdings, Inc., a Florida corporation, in accordance with the laws of the State of Florida. Quality of Life Holdings, Inc. shall continue to exist under the laws of the State of Florida as the surviving corporation and the separate existence of GSADL, Inc. shall terminate on the Effective Date of the merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation will not differ from its Articles of Incorporation before the merger and shall not be changed by virtue of the merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws.

EXHIBIT

"A"

4. Effective Date of the Merger. The date the merger shall become effective (the "Effective Date") shall be the close of business on October 26, 2007, pursuant to Section 607.1105 of the Florida Business Corporation Act.

5. Effect of Merger. On the Effective Date of the merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such merger.

6. Stock Exchange. On the Effective Date of the Merger, each issued share of the Merged Corporation shall be cancelled due to the fact that the shareholders of the Merged Corporation own all of the stock of the Surviving Corporation in the same ownership percentage. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as

a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

Quality of Life Holdings, Inc.

By: 
Michael J. Moses, II, President

GSADL, Inc.

By: 
Michael J. Moses, II, President