

P04000075086

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

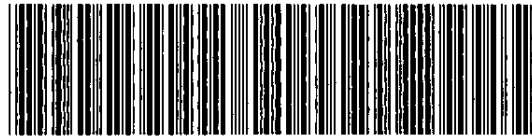
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

7-26-09



800158346848

07/14/09--01033--016 \*\*78.75

2009 JUL 14 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*Meager*  
*SL*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BISCAYNE STORAGE AND EXHIBITIONS, INC.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

ROSEMARIE BACALLAO  
Contact Person

BISCAYNE STORAGE AND EXHIBITIONS, INC.  
Firm/Company

5960 SW 57 AVENUE  
Address

MIAMI, FLORIDA 33143  
City/State and Zip Code

RBACALLAO@EFCHOLDINGS.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rosemarie Bacallao At ( 305 ) 455 3360  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
(Profit Corporations)

**FILED**  
2009 JUL 14 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BISCAYNE STORAGE AND EXHIB</u>	<u>FLORIDA</u>	<u>P04000075286</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CLEAR SKY, INC.</u>	<u>PANAMA</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 after merger file date.)

**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 MARCH 31, 2009 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 MARCH 31, 2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

CB



**PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with section 607.1107, F.S. and in accordance with the laws of any applicable jurisdiction of incorporation.

**First: Name and jurisdiction of the surviving corporation:**

<u>NAME</u>	<u>JURISDICTION</u>
BISCAYNE STORAGE AND EXHIBITIONS, INC.	FLORIDA

**Second: Name and jurisdiction of the merging corporation:**

<u>NAME</u>	<u>JURISDICTION</u>
CLEAR SKY, INC.	PANAMA

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

At the effective time of the merger, the Articles of Incorporation and the By-Laws of the surviving corporation shall be and remain the Articles of Incorporation and the By-Laws of the surviving corporation until such time that same are altered, amended or repealed.

At the effective time of the merger, the Board of Directors and the Officers of the surviving corporation shall be and remain the Officers and Directors of the surviving corporation, and they shall hold and remain in office until their successors are elected and qualified.

The shares and stock of the merging company, Inc. shall be converted into shares of stock of the surviving corporation and returned and cancelled

At the effective time of the merger, the separate existence of the merging corporation shall cease, and the surviving corporation shall continue and be governed by the laws of the State of Florida, with its identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities unaffected and unimpaired by the merger. The corporate franchises, existence and rights of the merging corporation shall be merged into and fully vested in the surviving corporation. The surviving corporation shall possess all the rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, whether of a public or private nature, and all the debts due to the merging corporation on whatever accounts, and other matters in action belonging to them shall be taken and deemed to be transferred to and vested in the surviving corporation. The title to any property, whether real, personal, mixed, intangible, intellectual, or other, wherever situated, or the ownership of any right, privilege, or value vested in the merging corporation shall not revert or be lost or adversely affected, or in any way impaired by reason of the merger, but rather shall transfer or vest in the surviving corporation. All

rights of creditors and all liens upon the property of the merging corporation shall be preserved unimpaired, limited to the property affected by such liens at the effective time of the merger. All debts, contracts, liabilities, obligations, and duties of the merging corporation shall attach to the surviving corporation, and may be enforced against it to the same extent as if they had been incurred or contracted by the surviving corporation.

**Fourth:                   The manner and basis for 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 for converting 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:**

All of the shares of the merging corporation are owned by the shareholder of the surviving corporation. All shares of stock of the merging corporation shall be cancelled and returned. No additional shares of stock of either the surviving or the merging corporation shall be issued.