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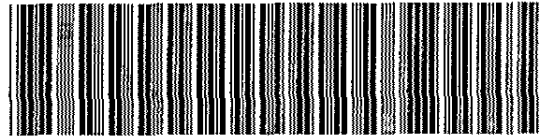
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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merged

01/24/05--010701--012 **70.00

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05 JAN 24 PM 2:19

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

05 JAN 24 PM 4:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
1/24/05

\$76.00

CORPORATE
ACCESS,
INC.

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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Merger

Robert Freilich Sales Agency, Inc.
(CORPORATE NAME & DOCUMENT #)

(CORPORATE NAME & DOCUMENT #)

(CORPORATE NAME & DOCUMENT #)

(CORPORATE NAME & DOCUMENT #)

(CORPORATE NAME & DOCUMENT #)

ADDITIONAL INSTRUCTIONS

**ARTICLES OF MERGER OF
ROBERT FREILICH SALES AGENCY, INC.
INTO
ROBERT FREILICH SALES AGENCY, INC.**

FILED
05 JAN 24 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida:

Pursuant to the provisions of the Florida General Corporation Act, governing the merger of a foreign corporation with and into a domestic corporation, the corporations hereinafter named do hereby adopt the following articles of merger:

1. The names of the merging corporations are ROBERT FREILICH SALES AGENCY, INC., which is a business corporation organized under the laws of the State of New York, and the existence of which will cease and ROBERT FREILICH SALES AGENCY, INC., which is a business corporation organized under the laws of the State of Florida and which shall be the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging ROBERT FREILICH SALES AGENCY, INC. with and into ROBERT FREILICH SALES AGENCY, INC. as approved by the Board of Directors of each of said corporations.

3. The number of shares of each of ROBERT FREILICH SALES AGENCY, INC. and ROBERT FREILICH SALES AGENCY, INC. which were entitled to vote at the time of the approval of the Plans of Merger by its shareholders is 100 shares of common stock, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporations approved the Plans of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 100. The date of said consents and approval was September 20, 2004.

4. ROBERT FREILICH SALES AGENCY, INC. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws

of the jurisdiction of its organization. All of the shareholders of the surviving corporation approved the Plan of Merger pursuant to their written consent without a meeting of shareholders.

5. The applicable provisions of the laws of the jurisdiction of organization of ROBERT FREILICH SALES AGENCY, INC. relating to the merger of ROBERT FREILICH SALES AGENCY, INC. with and into ROBERT FREILICH SALES AGENCY, INC. have been complied with and permit the merger.

6. The merger herein provided for shall become effective in the State of Florida on the date the Certificate of Merger is filed by the Department of State.

IN WITNESS WHEREOF we have signed this certificate this 17 day January of September, 2004.

ROBERT FREILICH SALES AGENCY, INC.

BY: Robert Freilich
Pres.

BY: Robert Freilich
Sec.

ROBERT FREILICH SALES AGENCY, INC.

BY: Robert Freilich
Pres.

BY: Robert Freilich
Sec.

STATE OF FLORIDA

)
)ss.:
)

COUNTY OF

On this 17 day of January, 2004, before me, a Notary Public in and for the State and County aforesaid, personally appeared Robert Freilich, the President and Secretary of ROBERT FREILICH SALES AGENCY, INC., and that he executed as said President and Secretary the foregoing Articles of Merger of said corporations as their acts and deeds and as the acts and deeds of said corporations.

Witness my hand and seal of office on the day and year first aforesaid.

FLDL# FL42-700-35-457-0
1-8-01-03-E 12-17-09

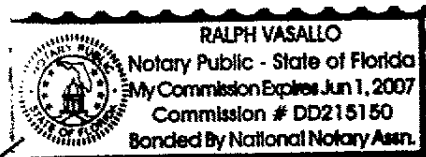
Seal:

STATE OF FLORIDA

)
)ss.:
)

COUNTY OF

Notary Public
Commission Expires:



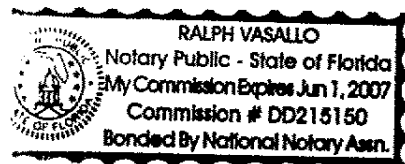
On this 17 day of January, 2004, before me, a Notary Public in and for the State and County aforesaid, personally appeared Robert Freilich, who acknowledged to me that he is the President and Secretary of ROBERT FREILICH SALES AGENCY, INC. and that he executed as said President and Secretary the foregoing Articles of Merger of said corporation as his act and deed and as the act and deed of said corporation.

Witness my hand and seal of office on the day and year first aforesaid.

FLDL# FL42-700-35-457-0
1-8-01-03-E 12-17-09

Seal:

Notary Public
Commission Expires:



**PLAN OF MERGER OF ROBERT FREILICH SALES AGENCY, INC.,
INTO ROBERT FREILICH SALES AGENCY, INC.**

The following Plan of Merger (the "Plan") shall effect the merger of ROBERT FREILICH SALES AGENCY, INC. a business corporation organized under the laws of the State of New York into ROBERT FREILICH SALES AGENCY, INC., a business corporation organized under the laws of the State of Florida.

1. The names of each constituent corporation to the merger are ROBERT FREILICH SALES AGENCY, INC. and ROBERT FREILICH SALES AGENCY, INC. The name of the surviving corporation is ROBERT FREILICH SALES AGENCY, INC. which shall continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of ROBERT FREILICH SALES AGENCY, INC. shall cease upon the effective date of the merger in accordance with the provisions of the New York Business Corporation Law.

2. ROBERT FREILICH SALES AGENCY, INC. has outstanding 100 shares of common stock. ROBERT FREILICH SALES AGENCY, INC. has outstanding 100 shares of common stock. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the merger are as follows:

(a) All the outstanding shares of ROBERT FREILICH SALES AGENCY, INC., the surviving corporation, shall remain unchanged in the hands of the holders thereof as outstanding shares of the surviving corporation.

(b) No cash or other consideration shall be paid or delivered for the shares of ROBERT FREILICH SALES AGENCY, INC. and the certificates for such shares shall be converted into shares of ROBERT FREILICH SALES AGENCY, INC. at the rate of one share for each one share of the surviving corporation.

(c) The certificate of incorporation and by-laws of ROBERT FREILICH SALES AGENCY, INC. shall remain unchanged until amended or changed as provided

therein or as provided by law. The officers and directors of ROBERT FREILICH SALES AGENCY, INC. shall remain as the officers and directors of the surviving corporation.

(d) All the property, real or personal; rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action and every other asset of ROBERT FREILICH SALES AGENCY, INC. shall be transferred to, vest in and devolve upon ROBERT FREILICH SALES AGENCY, INC., the surviving corporation, without further act or deed and every interest of the surviving corporation and ROBERT FREILICH SALES AGENCY, INC. shall be as effectively the property of the surviving corporation as they were of the surviving corporation and ROBERT FREILICH SALES AGENCY, INC.

(e) The surviving corporation shall assume and be liable for all the liabilities, obligations and royalties of ROBERT FREILICH SALES AGENCY, INC.

4. The Plan of Merger shall be submitted to the shareholders of ROBERT FREILICH SALES AGENCY, INC. for their approval and to the shareholders of ROBERT FREILICH SALES AGENCY, INC. for their approval.

5. The effective date in the State of Florida of the merger herein provided shall be the date the Certificate of Merger is filed by the Department of State.