

Division of Corporations

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P04000135322
Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
OFFICES & BEYOND INC.

| | |
|-----------------------|---------|
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: OFFICES & BEYOND 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:

LAURA KOHN

Contact Person

ARAZOZA & FERNANDEZ-FRAGA P.A.

Firm/Company

2100 SALZEDO STREET, SUITE 300

Address

CORAL GABLES, FL 33134

City/State and Zip Code

LAURA@ARAZOZA.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LAURA KOHN

Name of Contact Person

At (305)

444-6226 X 233

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

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER (Profit Corporations)

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) |
|-----------------------|---------------------|--|
| OFFICES & BEYOND INC. | FLORIDA | P04000135322 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|------------------------|---------------------|--|
| OFFICES UNLIMITED INC. | FLORIDA | P01000081421 |
| | | |
| | | |
| | | |

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 01/01/2012

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

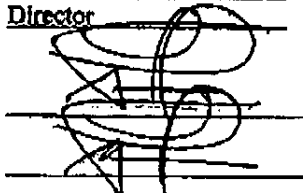
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 01/01/2012

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleOFFICES & BEYOND INC.FRANCISCO ANNICCHIARICO - P/S/DOFFICES UNLIMITED INC.FRANCISCO ANNICCHIARICO - P/D

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PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER SUBMITTED IN COMPLIANCE WITH SECTION 607.1105, FLORIDA STATUTES.

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-----------------------|---------------------|------------------------|
| OFFICES & BEYOND INC. | Florida | P04000135322 |

SECOND: The name and jurisdiction of incorporation of the merging corporation is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|------------------------|---------------------|------------------------|
| OFFICES UNLIMITED INC. | Florida | P01000081421 |

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

THE MERGER

3.1 Effective Time, Merging Corporations. Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, effective as of 01/01/2012 (hereafter the "Effective Time"), OFFICES & BEYOND INC., shall be merged with and into OFFICES UNLIMITED INC., with OFFICES & BEYOND INC. remaining as the surviving corporation (the "Surviving Corporation").

3.2 Plan of Merger. The Surviving Corporation and OFFICES UNLIMITED INC., shall file articles of merger with the Secretary of State of the State of Florida, pursuant to applicable law (the "Plan of Merger").

3.3 Effect of The Merger. At the Effective Time, the effect of the merger shall be as provided in this Plan of Merger and the applicable provisions of law. Without limiting the generality of the foregoing, at the Effective Time, the Surviving Corporation shall possess all the property, rights, privileges, powers and franchises of OFFICES UNLIMITED INC., and shall be subject to all debts, liabilities and duties of the Surviving Corporation and OFFICES UNLIMITED INC.

3.4 Articles of Organization; Regulations. (a) At the Effective Time, the Articles of Incorporation of OFFICES & BEYOND INC., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law. (b) At the Effective Time, the By-laws of OFFICES & BEYOND INC., as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended.

3.5 Directors And Officers. The initial directors of the Surviving Corporation shall be the directors of OFFICES & BEYOND INC., immediately prior to the Effective Time, until their respective successors are duly elected or appointed and qualified. The initial officers of the Surviving Corporation shall be the officers of OFFICES &

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BEYOND INC., immediately prior to the Effective Time, until their respective successors are duly appointed.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or 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:

- (a) Conversion of Offices Unlimited Inc. shares. By virtue of this merger and without further action by the holder thereof, each share of common stock of OFFICES UNLIMITED INC., issued and outstanding immediately prior to the Effective Time, shall be canceled and extinguished and automatically converted to one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation.
- (b) Both parties to the merger certify that no party has a right to acquire additional shares in either entity at this time.

FIFTH: Taking of Necessary Action: Further Action. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurance or any other types of actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of OFFICES UNLIMITED INC., or to be acquired by the Surviving Corporation as a result of, or in connection with the merger, or to otherwise carry out this Plan of Merger or the Articles of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver in the name and on behalf of the Surviving Corporation and OFFICES UNLIMITED INC., all such deeds, bills of sale, assignments, assurance or any other types of documents and instruments and to take and do in the name and on behalf of the Surviving Corporation and OFFICES UNLIMITED INC., all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to, and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Plan of Merger and the Articles of Merger.

Dated effective as of the 1st day of January, 2012

The Surviving Corporation
Offices & Beyond Inc.

By: 
Francisco Annicchiarico
President/Secretary/Director

The Merging corporation
Offices Unlimited Inc.

By: 
Francisco Annicchiarico
President/Director