

P04000137199

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

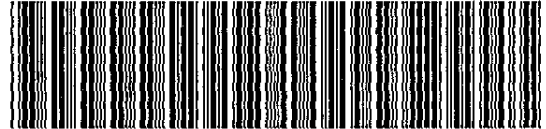
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000041936290

10/21/04--01029--003 **70.00

FILED

04 OCT 25 AM 10:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

04 OCT 21 AM 10:05

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger

G. Gonzalez OCT 25 2004



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

October 21, 2004

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

Pre-Move Marketing, Inc. (FL) into Pre-Move Marketing, Inc. (NY)

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 |



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 21, 2004

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: PRE-MOVE MARKETING, INC.
Ref. Number: P04000137199

We have received your document for PRE-MOVE MARKETING, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 304A00060603

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OCT 25 AM 9:54

ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are being 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 is:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------------|---------------------|
| Pre-Move Marketing, Inc. | Florida |

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

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------------|---------------------|
| Pre-Move Marketing, Inc. | New York |

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.

FIFTH: Adoption of Merger by **surviving** corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation by Written Consent of the Sole Shareholder dated October 12, 2004.

SIXTH: Adoption of Merger by **merging** corporation. The Plan of Merger was adopted by the shareholders of the merging corporation by Written Consent dated October 12, 2004.



SEVENTH: The merger shall become effective on the later of (i) the date the Articles of Merger are filed with the Florida Department of State and (ii) the date the Certificate of Merger is filed by the New York Department of State.

FILED
04 OCT 25 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EIGHTH: The merger shall become effective on the later of (i) the date the Articles of Merger are filed with the Florida Department of State and (ii) the date the Certificate of Merger is filed by the New York Department of State.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: Signatures for each party:

| <u>Name of Entity</u> | <u>Signature</u> | <u>Typed or Printed Name of Individual</u> |
|---|---|--|
| Pre-Move Marketing, Inc., a Florida corporation |  | Ernest C. Greene, President |
| Pre-Move Marketing, Inc., a New York corporation |  | Ernest C. Greene, 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 is:

| Name | Jurisdiction |
|--------------------------|---------------------|
| Pre-Move Marketing, Inc. | Florida |

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

| Name | Jurisdiction |
|--------------------------|---------------------|
| Pre-Move Marketing, Inc. | New York |

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

1. The merging party and surviving party shall, pursuant to the provisions of the Business Corporation Law of the State of New York and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, the surviving party, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the merging party, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

2. The Articles of Incorporation of the surviving corporation as it exists upon the effective date of the merger in the State of Florida shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The by-laws of the surviving corporation as it exists upon the effective date of the merger in the State of Florida shall be the by-laws of said surviving corporation and shall continue in full force and effect until changed or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers of the surviving corporation in office upon the effective date of the merger in the State of Florida shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each share of the surviving corporation issued to the terminating corporation and outstanding as of the effective date of the merger shall be surrendered and extinguished. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation.

6. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the laws of the State of New York and in accordance with the provisions of the Florida Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts required therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

8. There are issued and outstanding 100 shares of common stock of the surviving corporation, which shares shall be entitled to vote as a class on the Plan of Merger. The Plan of Merger shall be approved by the Board of Directors of the surviving corporation as well as the holders of the common stock of surviving corporation.

9. There are issued and outstanding 21,050 shares of common stock of the terminating corporation, which shares shall be entitled to vote as a class on the Plan of Merger. The Plan of Merger shall be approved by the Board of Directors of the terminating corporation as well as the holders of the common stock of the terminating corporation.

10. The effective date of the merger shall be the later of (i) the date the Articles of Merger are filed with the Florida Department of State and (ii) the date the Certificate of Merger is filed by the New York Department of State.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of the surviving corporation issued to the terminating corporation and outstanding as of the effective date of the merger shall be surrendered and extinguished. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: Not Applicable

FIFTH: All statements that are required by the laws of the jurisdiction(s) under which the Non-Florida business entity that is a party to the merger is formed, organized, or incorporated have been incorporated in Article THIRD of this Plan.