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Division of Corporations Page 1 of 1  
**P04000151290**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**T. LANZARO CORP.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 21, 2004

T. LANZARO CORP.  
124 ISLAND ESTATES PKWY  
PALM CAOST, FL 32137

SUBJECT: T. LANZARO CORP.  
REF: P04000151290

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document states the plan of merger was adopted by the shareholders of the surviving corporation, and it also states the plan was adopted by the directors without shareholders action. Please make only one selection for the surviving corporation.

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) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: H04000250727  
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**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, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
T. Lanzaro Corp.	Florida	P04000151290

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
T. Lanzaro Corp.	New York	n/a

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**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** 12 / 21 / 2004 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 Nov. 30, 2004.

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 Nov. 30, 2004.

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 CORPORATION

Name of Corporation


Signature

T. Lanzaro Corp.



Thomas Lanzaro, President, sole Director and  
sole Shareholder

T. Lanzaro Corp.



Thomas Lanzaro, President, sole Director and  
sole Shareholder

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## **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:

Name

Jurisdiction

T. Lanzaro Corp.

Florida

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

Name

Jurisdiction

T. Lanzaro Corp.

New York

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

Cessation of business by the merging foreign corporation and assumption by the surviving domestic corporation thereof, with all property, if any, transferred and any liabilities, if any, assumed contemporaneously.

**Fourth:** The manner and basis of 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 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: One for one conversion of shares of common, voting stock from the merging foreign corporation into the surviving domestic corporation.

*(Attach additional sheets if necessary)*

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

n/a

OR

Restated articles are attached:

n/a

Other provisions relating to the merger are as follows:

n/a

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