

POS000059533

(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:

Name  
Availability

Document  
Examiner

Office Use Only

Updater

DCC

Updater  
Verifier

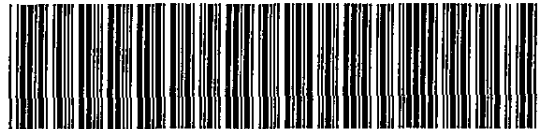
DCC

Knowledge

DCC

P. Verifier

DCC



800051084208

04/25/05--01036--001 \*\*68.75

FILED  
2005 APR 25 P 3:25  
SECRET  
TALLAHASSEE FL

BALTIMORE  
BUENOS AIRES  
CHICAGO  
LOS ANGELES

**SANDLER, TRAVIS & ROSENBERG P.A.**

ATTORNEYS AT LAW  
225 WEST WASHINGTON STREET  
SUITE 1550  
CHICAGO, ILLINOIS 60606  
(312) 641-0000  
FAX: (312) 641-0005  
EMAIL: TJOHNSON@strtrade.com

MIAMI  
NEW YORK  
SAN FRANCISCO  
WASHINGTON, D.C.

Vi Fed Ex

Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

April 22, 2005

Re: Cross-Entity Merger—Cybergun U.S.A., L.L.C. into Cybergun U.S.A., Corp.  
Cybergun U.S.A., Corp. as surviving entity

Dear Sir or Ms:

Enclosed are the original and one copy of the Articles of Merger and Plan of Merger for Cybergun U.S.A., L.L.C., a Florida limited liability company, to merge into a newly-created Florida profit corporation, Cybergun U.S.A., Corp.

The owners of both companies are the same and the new company is being established with the knowledge and consent of the old company.

If there are any difficulties in proceeding with this transaction please call me immediately. If I am unavailable please speak with Donna Bade.

I would like to receive one certified copy.

Since one LLC is a party to the merger and one profit corporation, I understand the filing fee is \$60 (\$25 plus \$35), plus the fee of \$8.75 for the certified copy for a total of \$68.75. Enclosed is a check for that amount.

Please send all documents to:

Tom Johnson, Esq.  
Sandler, Travis & Rosenberg P.A.  
225 West Washington, Suite 1550  
Chicago, IL 60606  
Tel. 312-641-0000

Sincerely,



Thomas E. Johnson  
Attorney for both companies.

FILED  
2005 APR 25 P 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. Cybergun U.S.A., L.L.C.

Florida

LLC

1611 S.E. 8th St.

Fort Lauderdale, FL 33316

Florida Document/Registration Number: L03000045846

FEI Number: 200413086

2. Cybergun U.S.A., Corp

Florida

Profit Corporation

5437 N. Federal Highway

Fort Lauderdale, FL 33308

Florida Document/Registration Number: ~~800054670968~~ P030000

FEI Number: 59533 Just incorporated

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

FILED  
2005 APR 25 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cybergun U.S.A., Corp 5437 North Federal Highway Fort Lauderdale, FL 33308	Florida	Profit Corporation

Florida Document/Registration Number: ~~800051570968~~ POS000059533 FEI Number: Just incorporated

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Cybergun U.S.A., L.L.C.	<i>Lucille Marsac</i>	Lucille Marsac
Cybergun U.S.A., Corp.	<i>Eric Duchange</i>	Eric Duchange

FILED  
2006 APR 25 P 3 25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cybergun U.S.A., L.L.C.	Florida
Cybergun U.S.A., Corp.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cybergun U.S.A., Corp.	Florida

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

Cybergun U.S.A., L.L.C., a Florida limited liability company is being merged into a newly formed Florida corporation, Cybergun U.S.A., Corp.

FILED  
705 APR 25 P 3:25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*

**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:

The owner of Cybergun U.S.A., Corp. will pay compensation to the owner of Cybergun U.S.A., L.L.C. to acquire Cybergun U.S.A., L.L.C.

- 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.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

Not applicable

If General Partner is a Non-Individual

Florida Document/Registration Number

FILED  
205 APR 23 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Not applicable

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not applicable

**EIGHTH:** Other provisions, if any, relating to the merger:

FILED

2005 APR 25 P 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*