

P05000079/20

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RE-SUBMIT

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MERGER OR SHARE EXCHANGE

Blue Ribbon Sales & Service Corp.

Certificate of Status	0
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Merger

6-11-09

De



June 10, 2009

FLORIDA DEPARTMENT OF STATE

BLUE RIBBON SALES & SERVICE CORP. ^{Division of Corporations}
C/O GP:50 NY LTD
2770 LONG ROAD
GRAND ISLAND, NY 14072

SUBJECT: BLUE RIBBON SALES & SERVICE CORP.
REF: P05000079120

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.

#3 MUST STATE WHETHER THE SHAREHOLDERS OF THE SURVIVING CORPORATION ADOPTED THE MERGER OR THE SHAREHOLDERS APPROVAL WAS NOT REQUIRED.

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

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Darlene Connell
Regulatory Specialist II

FAX Aud. #: H09000138978
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The undersigned Donald J. Less, being the President of each of BLUE RIBBON SALES & SERVICE CORP., a Florida corporation and BLUE RIBBON SALES & SERVICE CORP., a New York corporation, does hereby certify:

2. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

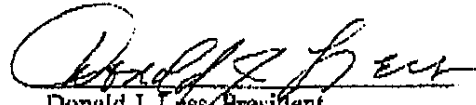
הרשומה נעשה בהתאם ל: [החוק להגנה על פרטיות](#)

on June 2, 2009. There are ten (10) outstanding shares issued by the SURVIVING CORPORATION.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger and affirmed the statements made herein as of this 2nd day of June, 2009.

BLUE RIBBON SALES & SERVICE CORP.,
a Florida corporation

By:


Donald J. Less, President

BLUE RIBBON SALES & SERVICE CORP.,
a New York corporation

By:

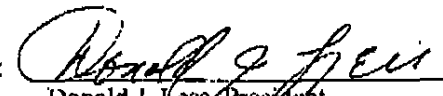

Donald J. Less, President

EXHIBIT A

Agreement and Plan of Merger

5

AGREEMENT
AND
PLAN OF MERGER
BETWEEN
BLUE RIBBON SALES & SERVICE CORP.
(a Florida corporation)
AND
BLUE RIBBON SALES & SERVICE CORP.
(a New York corporation)

This Plan and Agreement of Merger made and entered into on the 2nd day of June, 2009, by and between BLUE RIBBON SALES & SERVICE CORP., a Florida corporation ("Blue-FL"), and BLUE RIBBON SALES & SERVICE CORP., a New York corporation ("SURVIVING CORPORATION").

WITNESSETH:

WHEREAS, Blue-FL is a corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on June 1, 2005; and

WHEREAS, SURVIVING CORPORATION is a corporation organized and existing under the laws of the State of New York.

WHEREAS, the aggregate number of shares which SURVIVING CORPORATION has authority to issue is One Hundred (100) common shares of the par value of \$.01 per share; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that Blue-FL be merged into SURVIVING CORPORATION on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Florida and State of New York respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Blue-FL and SURVIVING CORPORATION, by their respective Board of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

Blue-FL and SURVIVING CORPORATION shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of New York and of the State of Florida, by Blue-FL merging into SURVIVING CORPORATION.

ARTICLE II

This merger shall become effective upon filing of Certificate of Merger with the Department of State of the State of New York.

1. The two Constituent Corporations shall be a single corporation, which shall be Blue Ribbon Sales & Service Corp., the New York corporation, as the Surviving Corporation, and the separate existence of Blue-FL shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

ARTICLE III

The Certificate of Incorporation of SURVIVING CORPORATION shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

1. Each share of common stock of SURVIVING CORPORATION, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
2. Each share of common stock of Blue-FL, the merged corporation which shall be issued and outstanding on the effective date of this Agreement shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled.

ARTICLE V

The Secretary of State of the State of New York is designated as agent of SURVIVING CORPORATION upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against SURVIVING CORPORATION served upon him or her is 2770 Long Road, Grand Island, NY 14072; Attn: Donald J. Less.

IN WITNESS WHEREOF, SURVIVING CORPORATION and Blue-FL, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

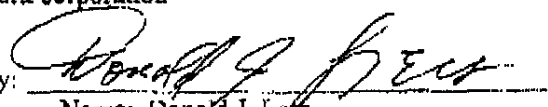
BLUE RIBBON SALES & SERVICE CORP., a
Florida corporation

By: _____


Name: Donald J. Less
Title: President

BLUE RIBBON SALES & SERVICE CORP., a New
York corporation

By: _____


Name: Donald J. Less
Title: President