

P05000080641

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

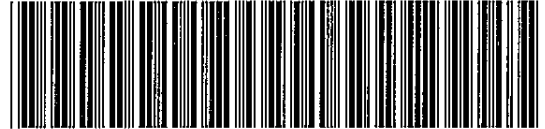
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700062318677

Merge

12/23/05--01010--011 **35.00

12/30/05

12/23/05--01010--012 **43.75

FILED
05 DEC 23 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
05 DEC 23 PM 11:40
RECEIVED

*OK
12/23/05*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PETER FRANK KNITTING MILCS, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

PETER B FRANK
(Name of person)

ANN T. FRANK, I.A.
(Name of firm/company)

2124 AIRPORT BL S. #102
(Address)

NAPLES, FLORIDA 34112
(City/state and zip code)

For further information concerning this matter, please call:

PETER FRANK at (239) 793-5353
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

12/30/05

ARTICLES OF MERGER
(Profit Corporations)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

DEC 23 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
PETER FREUND KNITTING MILLS, INC.	FLORIDA	P05000080641

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
PETER FREUND KNITTING MILLS, INC.	NEW JERSEY	N/A

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 / 30 / 05 (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 AUGUST 15, 2005.

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 AUGUST 15, 2005

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)

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Peter Freund Jr.
x Edward Schwartz

PETER FREUND JR PRES. TREAT

EDNA SCHWARTZ Secy - V. AOS

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

PETER FREUND KNITTING MILLS, INC. Florida
6038 WESTBOUGH DRIVE
NAPLES, FL. 34112

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

PETER FREUND KNITTING
MILLS, INC.
413 COUNTRYSIDE DR.
NAPLES, FL 34104
New Jersey

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

ALL OUTSTANDING SHARES OF PETER FREUND
KNITTING MILLS, INC. OF NEW JERSEY ARE
BEING EXCHANGED FOR OUTSTANDING SHARES
OF PETER B. FREUND KNITTING MILLS, INC. OF
FLORIDA - NO OTHER TERMS AND CONDITIONS

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:

(Attach additional sheets if necessary)
2500 CLASS A VOTING SHARES/STOCK OF PETER
FREUND KNITTING MILLS, INC. (N.J.) IS BEING
MERGED IN EXCHANGE FOR 1,000 SHARES OF PETER
FREUND KNITTING MILLS, INC. (FLORIDA).

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

NINTH: The merger shall become effective as of:

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

OR

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
_____	<u><i>Peter Freund Jr.</i></u>	<u>PETER FREUND JR.</u>
_____	_____	_____
_____	<u><i>Eona Schwartz</i></u>	<u>EONA SCHWARTZ</u>
_____	_____	_____
_____	<u><i>Peter Freund Jr.</i></u>	<u>PETER FREUND JR.</u>
_____	_____	_____
_____	<u><i>Eona Schwartz</i></u>	<u>EONA SCHWARTZ</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(Attach additional sheet(s) if necessary)