

P05000087226

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06 JAN 25 AM 10:00
TALLAHASSEE, FLORIDA

merged/cc
(14 1.30.06

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WESTERN FINANCIAL SERVICES, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

SCOTT E. ITKIN
(Contact Person)

SOUTH FLORIDA TAX
(Firm/Company)

1514 NORTH DIXIE HIGHWAY
(Address)

HOLLYWOOD, FL 33020
(City/State and Zip Code)

For further information concerning this matter, please call:

SCOTT E. ITKIN
(Name of Contact Person)

At (954) ~~954~~ 342-4044
(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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)
WESTERN FINANCIAL SERVICES, INC.	FLORIDA	P05000087226

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INTERNATIONAL CAPITAL		
MANAGEMENT GROUP, INC.	DELAWARE	NOT APPLICABLE

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 / / (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 2, 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 2, 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)

FILED
06 JAN 25 AM 10:00
TALLAHASSEE, FLORIDA

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

WESTERN FINANCIAL SERVICES, INC.

FLORIDA

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

Name

Jurisdiction

INTERNATIONAL CAPITAL MANAGEMENT

GROUP, INC.

DELAWARE

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

INTERNATIONAL CAPITAL MANAGEMENT GROUP, INC., a Delaware corporation, hereby merges into itself and WESTERN CAPITAL SERVICES, INC., a Florida corporation, and said INTERNATIONAL CAPITAL MANAGEMENT GROUP, INC., shall be and hereby is merged into WESTERN CAPITAL SERVICES, INC., which shall be the surviving corporation.

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:

SHAREHOLDERS IN THE MERGING COMPANY SHALL RECEIVE SHARES IN THE SURVIVING COMPANY AT A RATIO OF ONE SHARE TO ONE SHARE

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

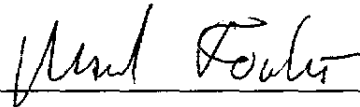
Typed or Printed Name of Individual & Title

WESTERN FINANCIAL

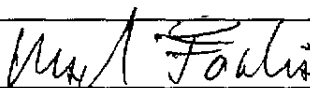
SERVICES, INC.

INTERNATIONAL CAPITAL

MANAGEMENT GROUP IN



MARK FOGLIA, PRESIDENT



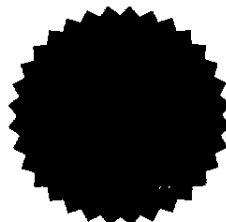
MARK FOGLIA, PRESIDENT

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL CAPITAL MANAGEMENT GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JANUARY, A.D. 2006.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2849714 8300

AUTHENTICATION: 4461534

060052824

DATE: 01-19-06