

PO50000141362

(Requestor's Name)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

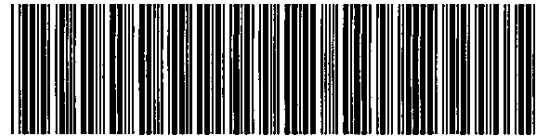
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

#70

Office Use Only

Merger  
@ 5/26/04



800070880348

04/19/06--01023--025 \*\*105.00

FILED  
06 MAY 26 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** JAHGON, 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:

KEVIN MCCLAIN  
(Contact Person)

JAHGON, INC.  
(Firm/Company)

13154 LOS ANGELES WOODS LANE  
(Address)

ORLANDO, FL 32824  
(City/State and Zip Code)

For further information concerning this matter, please call:

YVETTE JOSEPH At (321) 287-1307  
(Name of Contact Person) (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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 25, 2006

YVETTE JOSEPH  
JAHGON INC.  
13154 LOS ANGELES WOODS LANE  
ORLANDO, FL 32824

SUBJECT: JAHGON, INC.  
Ref. Number: P05000161362

We have received your document for JAHGON, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Per our conversation please find enclosed another form to submit for the merging corporations.

As mentioned the corporation SCENT-U-US-ME is not registered as a corporation and should not be included in the merger or the plan of merger.

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) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 206A00028325

RECEIVED

06 MAY 26 AM 8:00

DIVISION OF CORPORATIONS

## **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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>JAHGON, INC.</u>	<u>STATE OF FLORIDA</u>	<u>P05000161362</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>JAHGON LIFETIME PRESENTATIONS INC.</u>	<u>STATE OF FLORIDA</u>	<u>P05000149777</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 after merger file date.)

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

APRIL 14, 2006 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

APRIL 14, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
06 MAY 26 AM 10:00  
TALLAHASSEE, FLORIDA  
CLERK OF THE STATE

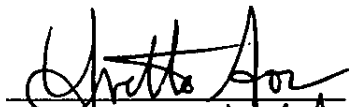
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

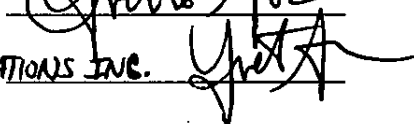
Typed or Printed Name of Individual & Title

JAHGON, INC.



Yvette Joseph / CFO

JAHGON LIFETIME PRESENTATIONS INC.



Yvette Joseph / CFO

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**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

JAHGON, INC.

STATE OF FLORIDA

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

Name

Jurisdiction

JAHGON LIFETIME PRESENTATIONS INC. STATE OF FLORIDA

\_\_\_\_\_

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

*(PLEASE SEE ATTACHED SHEET)*

**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:

*(PLEASE SEE ATTACHED SHEET)*

*(Attach additional sheets if necessary)*

## **PLAN OF MERGER (Non Subsidiaries)**

*Additional Sheet*

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

The Merger and Its Effect. Subject to the terms and conditions of this Agreement, at the Effective Time, JahGon Lifetime Presentations Inc. shall be merged with and into JahGon, Inc. and JahGon, Inc. shall be the Surviving Corporation, in accordance with this Agreement. The name of the Surviving Corporation shall be "JahGon, Inc." under the laws of the State of Florida (the "Surviving Corporation"). Upon the effectiveness of the Merger: (a) the separate corporate existence of JahGon Lifetime Presentations Inc. shall cease; (b) the Surviving Corporation shall possess all of the rights, privileges, powers, immunities, purposes and franchises, both public and private, of JahGon Lifetime Presentations Inc.; (c) all real and personal property, tangible and intangible, of every kind and description belonging to JahGon Lifetime Presentations Inc. shall be vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in JahGon Lifetime Presentations Inc. shall not revert or in any way be impaired by reason of the Merger; (d) the Surviving Corporation shall be liable for all the obligations and liabilities of JahGon Lifetime Presentations Inc. and any claim existing or action or proceeding pending by or against either JahGon Lifetime Presentations Inc. may be enforced as if the Merger had not taken place; and (e) neither the rights of creditors nor any Liens upon the property of JahGon Lifetime Presentations Inc. shall be impaired by the Merger.

**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)*

- (a) Each share of capital stock of JahGon Lifetime Presentations Inc., shall be cancelled and retired and cease to exist.
- (b) Kevin McClain, as the holder of all of the issued and outstanding capital stock of JahGon Lifetime Presentations Inc. prior to the Merger, shall receive \$1.00 as the aggregate consideration for the merger.