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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JAN -6 PM 12:33

T. Roberts JAN 11 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ITI-USA Co.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Mr. DAVID B. GOETZ
(Contact Person)

HARDER GONZALEZ & GOETZ, LLC
(Firm/Company)

200 EAST LAS OLAS BLVD. - SUITE 1440
(Address)

FT. LAUDERDALE - FLORIDE 33301
(City/State and Zip Code)

For further information concerning this matter, please call:

Mr. DAVID B. GOETZ At (954) 764 8989
(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

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

09 JAN -6 PM 12:33

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>ITI-USA CO.</u>	<u>FLORIDA</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>DIGA-USA CO.</u>	<u>FLORIDA</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 12/31/2008 (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 12/29/2008

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 12/29/2008

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)

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

ITI-USA CO.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

DIGA-USA CO.

FLORIDA

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

ALL ASSETS AND ALL LIABILITIES OF MERGING CORPORATION
WILL BE ASSUMED BY 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:

(Attach additional sheets if necessary)

- NO CONVERSION OF SHARES IS NECESSARY BECAUSE SHAREHOLDERS OF THE MERGING CORPORATION ARE THE SAME OF THOSE OF THE SURVIVING CORPORATION.
- DIGA-USA CO. IS OWNED 100% BY DIGA SAS (AN ITALIAN COMPANY), THIS ONE IS OWNED BY MR. ANTONIO CORBEDDU (50%) AND BY MRS. MARISA LUCIA ADDIS (50%).
- ITI-USA CO. IS OWNED 100% BY ITI SRL (AN ITALIAN COMPANY), THIS ONE IS OWNED BY EDILPORTOCERVO SRL (ITALIAN COMPANY) FOR 50.5% AND BY MRS. ADDIS 49.5% - EDILPORTOCERVO IS OWNED BY MR. ANTONIO CORBEDDU (99%) AND BY MRS. MARISA LUCIA ADDIS (1%).
- SO THE FINAL OWNERS OF THE MERGING CORPORATION PRESERVE A PROPORTIONAL STOCK IN THE SURVIVING CORPORATION.

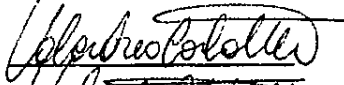
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

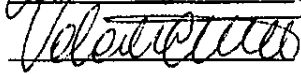
Typed or Printed Name of Individual & Title

ITI-USA Co



PRESIDENT - VALENTINA CORBEDDU

DIGA-USA Co



PRESIDENT - VALENTINA CORBEDDU
