

P05000164267

UCC SERVICES

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Division of Corporations

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MERGER OR SHARE EXCHANGE

Stasio Holdings, Inc.

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Merger @ 9.7.06

UCC SERVICES

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Florida Dept of State

**RESUBMISSION**  
PLEASE HONOR ORIGINAL  
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September 5, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

STASIO HOLDINGS, INC.  
2025 S.W. 2ND AVENUE  
MIAMI, FL 33129

SUBJECT: STASIO HOLDINGS, INC.  
REF: P05000164267

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.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1105 Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Stasio Investments, Inc. 2922 N. State Road 7 Margate, FL 33063	Florida	Corporation

Florida Document/Registration Number: P05000168438

Stasio Holdings, Inc. 2025 S.W. 2 <sup>nd</sup> Avenue Miami, FL 33129	Florida	Corporation
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Florida Document/Registration Number: P05000164267

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Stasio Holdings, Inc. 2025 S.W. 2 <sup>nd</sup> Avenue Miami, FL 33129	Florida	Corporation

Florida Document/Registration Number: P050000164267

**THIRD:** The attached Plan of Merger was approved on August 25, 2006 by each domestic corporation and all of the shareholders of each corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes.

**FOURTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**SIXTH:** Signature(s) for each party:

**NAME OF ENTITY:**

**SIGNATURES:**

**PRINTED NAME OF INDIVIDUAL**

STASIO INVESTMENTS, INC.

  
\_\_\_\_\_  
President

JOSE CASTILLA

STASIO HOLDINGS, INC.

  
\_\_\_\_\_  
President

JOSE CASTILLA

### PLAN OF MERGER

Merger between STASIO INVESTMENTS, INC., a Florida corporation (the "Disappearing Corporation" or "STASIO INVESTMENTS"), and STASIO HOLDINGS, INC., a Florida corporation (the "Surviving Corporation" or "STASIO HOLDINGS"). The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1103, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act").

**FIRST:** The exact name and jurisdiction of each merging party is as follows:

Name

Jurisdiction

Stasio Investments, Inc.  
2922 N. State Road 7  
Margate FL 33063

Florida

Stasio Holdings, Inc.  
2025 S.W. 2<sup>nd</sup> Avenue  
Miami, FL 33129

Florida

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

Name

Jurisdiction

Stasio Holdings, Inc.  
2025 S.W. 2<sup>nd</sup> Avenue  
Miami, FL 33129

Florida

**THIRD:** Articles of Organization. The Articles of STASIO HOLDINGS shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

**FOURTH:** Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each share of STASIO INVESTMENTS outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of STASIO HOLDINGS in accordance with this Plan. Each share of STASIO HOLDINGS that is issued and outstanding on the Effective Date shall continue as outstanding shares of STASIO HOLDINGS.

**FIFTH:** Satisfaction of Rights of Shareholders of STASIO INVESTMENTS. All shares of STASIO HOLDINGS stock into which the shares of STASIO INVESTMENTS shall have been converted, and for which the interests of STASIO INVESTMENTS' shareholders become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

**SIXTH:** Effect of Merger. On the Effective Date, the separate existence of STASIO INVESTMENTS shall cease, and STASIO HOLDINGS shall be fully vested in STASIO INVESTMENTS' rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

**SEVENTH:** Further Action Required. If at any time after the Effective Date, STASIO INVESTMENTS or STASIO HOLDINGS shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of STASIO INVESTMENTS or STASIO HOLDINGS as the case may be, whether past or remaining in office, shall execute and deliver upon the request of STASIO INVESTMENTS or STASIO HOLDINGS, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in STASIO HOLDINGS, or to otherwise carry out the provisions of this Plan.

**EIGHTH:** Filing with the Florida Department of State and Effective Date. STASIO INVESTMENTS and STASIO HOLDINGS shall cause their respective President to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by STASIO HOLDINGS to the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

**NINTH:** Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated August 25, 2006.

STASIO INVESTMENTS, INC.  
a Florida corporation

By:

  
JOSE CASTILLA, President

STASIO HOLDINGS, INC.  
a Florida corporation

By:

  
JOSE CASTILLA, President