

03/20/2015 09:46

3054424829

ARAZOZA & FERNANDEZ

PAGE 00001

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000068274 3)))



H150000682743ABCO

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

EFFECTIVE DATEApril 1, 2015

From:

Account Name : ARAZOZA & FERNANDEZ-FRAGA P.A.
Account Number : 076624003440
Phone : (305) 444-6226
Fax Number : (305) 442-4829

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 MAR 20 AM 9:01

**MERGER OR SHARE EXCHANGE
EDP INVESTMENT GROUP INC**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

Merger/cc
cus
10 3/23/15

Electronic Filing Menu

Corporate Filing Menu

Help

H15000068274 3

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EDP INVESTMENT GROUP 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:

LAURA KOHN
Contact Person

ARAZOZA & FERNANDEZ-FRAGA P.A.
Firm/Company

2100 SALZEDO STREET, SUITE 300
Address

CORAL GABLES, FL 33134
City/State and Zip Code

LAURA KOHN@ARAZOZA.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LAURA KOHN
Name of Contact Person

At (305) 444-6226 x 233
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

H15000068274 3

EFFECTIVE DATEApril 1, 2015**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>EDP INVESTMENT GROUP INC</u>	<u>FLORIDA</u>	<u>P06000067855</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Uniforms of Central Florida, Inc.</u>	<u>FLORIDA</u>	<u>P10000046381</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 04 / 01 / 2015 (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 3/18/2015.

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 3/18/2015.

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 MAR 20 AM 9:01

H15000068274 3

PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER SUBMITTED IN COMPLIANCE WITH SECTION 607.1105, FLORIDA STATUTES.

FIRST: The name and jurisdiction of incorporation of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
EDP Investment Group Inc	Florida	P08000067655

SECOND: The name and jurisdiction of incorporation of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Uniforms of Central Florida, Inc.	Florida	P10000046381

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

THE MERGER

3.1 Effective Time: Merging Corporations. Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, effective as April 1st, 2015 (hereafter the "**Effective Time**"), Uniforms of Central Florida, Inc., a corporation organized and existing under the laws of the State of Florida (hereafter "**Uniforms**"), shall be merged with and into EDP Investment Group Inc, a Florida corporation, with EDP Investment Group Inc remaining as the surviving corporation (the "**Surviving Corporation**").

3.2 Articles of Incorporation: Regulations. (a) At the Effective Time, the Certificate of Incorporation of EDP Investment Group Inc, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law. (b) At the Effective Time, the By-laws of EDP Investment Group Inc as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law. .

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or 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:

H15000068274 3

- (a) Conversion of shares. By virtue of this merger and without further action by the holder thereof, all of the share of common stock of Uniforms issued and outstanding immediately prior to the Effective Time, shall without more be converted into and exchanged for shares of the Surviving Corporation stock. Each share of the Surviving Corporation that is issued and outstanding on the Effective Date shall continue as outstanding share of the Surviving Corporation.
- (b) Satisfaction of Rights of Uniform Shareholders: All shares of the Surviving Corporation's stock into which Uniform shareholder's stock shall have been converted and exchanged for under this Plan of Merger shall be deemed to have been paid in full satisfaction of the converted stock.
- (c) Effect of Merger: On the Effective Time, the separate existence of Uniform shall cease, and the Surviving Corporation shall be fully vested in Uniform's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties.
- (d) Consent of Constituent Companies: The undersigned companies have each delivered authorizing resolutions unanimously consenting to and authorizing this Plan of Merger.

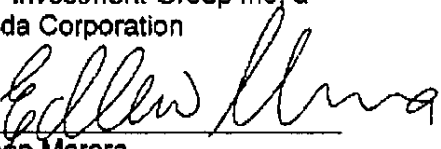
FIFTH: Taking of Necessary Action; Further Action. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurance or any other types of actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Uniforms or to be acquired by the Surviving Corporation as a result of, or in connection with the merger, or to otherwise carry out this Plan of Merger or the Articles of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver in the name and on behalf of the Surviving Corporation and Uniforms, all such deeds, bills of sale, assignments, assurance or any other types of documents and instruments and to take and do in the name and on behalf of the Surviving Corporation and Uniforms, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to, and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Plan of Merger and the Articles of Merger.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

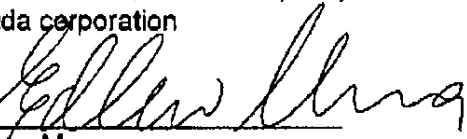
H15000068274 3

Dated the 18th day of March, 2015

The Surviving Corporation
EDP Investment Group Inc, a
Florida Corporation

By: 
Edleen Morera
President

The Merging corporation:
Uniforms of Central Florida, Inc., a
Florida corporation

By: 
Edleen Morera
President