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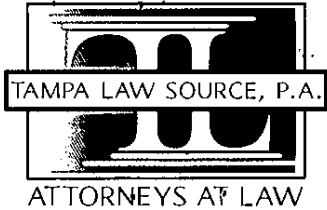
Merger

08/19/09--01020--019 **70.00

FILED

2009 AUG 19 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For
8/21/09



BUSINESS ♦ HEALTHCARE ♦ COMMERCIAL LITIGATION ♦ BANKRUPTCY ♦ REAL ESTATE

VIA OVERNIGHT MAIL

August 18, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles/Plan of Merger of Alicea Enterprises, Inc. and Alicea Merger Corporation;
Documents No. P06000126066 and P09000063740.**

Dear Sir or Madam:

Please find enclosed for filing Articles of Merger and the Plan of Merger of Alicea Enterprises, Inc. with and into Alicea Merger Corporation. Also enclosed in the filing fee of \$35.00 per merging party (total payment: \$70) made payable to the Florida Department of State.

Please return all correspondence concerning this matter to me at the address above. For further information concerning this matter, please contact me at the telephone number set forth above.

Very truly yours,

Daniel G. Musca

cc: Virgil Valdes

Enclosures

ARTICLES OF MERGER OF

ALICEA ENTERPRISES INC.,
a Florida corporation,

and

ALICEA MERGER CORPORATION,
a Florida corporation

FILED
2009 AUG 19 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101, entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

1. The Plan of Merger ("**Plan of Merger**") attached hereto as **Exhibit A** was adopted by the Board of Directors and sole shareholder of Alicea Merger Corporation, a Florida corporation (the "**Merged Corporation**") as of July 28, 2009, in accordance with the Merged Corporation's Articles of Incorporation, Bylaws and applicable law. The Plan of Merger was adopted by the Board of Directors and a majority of the shareholders of Alicea Enterprises Inc., a Florida corporation (the "**Surviving Corporation**"), as of July 28, 2009, in accordance with the Surviving Corporation's Articles of Incorporation, Bylaws and applicable law. The number of votes cast by the shareholders of the Merged Corporation and the Surviving Corporation was sufficient for approval.

2. The Merged Corporation's Florida Document Number is 909000063740. The Surviving Corporation's Florida Document Number is P06000126066.

3. The Plan of Merger is on file at the office of the Surviving Corporation at the principal office address of 18964 N. Dale Mabry Highway, Suite 102, Lutz, Florida 33548. The Plan of Merger will be provided to each constituent corporation.

4. Pursuant to the Plan of Merger, the Merged Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation shall be the surviving corporation.

5. The Effective Date and Time of these Articles of Merger shall be the date and time filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

6. At the Effective Date and Time the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "**Merger**").
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date and Time shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding shares of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date and Time shall be cancelled upon the Effective Date and Time of the Merger.
- d. The currently issued and outstanding shares of common stock of the Surviving Corporation

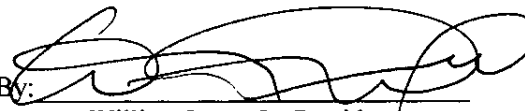
immediately prior to the Effective Date and Time of the Merger shall be cancelled and replaced with the following upon the Effective Date and Time of the Merger:

1. The One Hundred (100) shares of common stock in the Surviving Corporation held by William Lupo immediately prior to the Effective Date and Time of the Merger shall be canceled and replaced with One Hundred Fifty (150) shares of common stock of the Surviving Corporation.
2. The One Hundred (100) shares of common stock in the Surviving Corporation held by Virgil Valdes immediately prior to the Effective Date and Time of the Merger shall be canceled and replaced with One Hundred Fifty (150) shares of common stock of the Surviving Corporation.
3. The One Hundred (100) shares of common stock in the Surviving Corporation held by Renier Gobeia immediately prior to the Effective Date and Time of the Merger shall be canceled and replaced with the right to receive from the Surviving Corporation an aggregate payment in the amount of Twenty-Five Thousand Dollars (\$25,000), payable in ten (10) annual installments of principal of Two Thousand Five Hundred Dollars (\$2,500) each, with each of such payments being accompanied by payment of accrued interest at a rate of five percent (5%) per annum. The first such payment shall be made one (1) month after the Effective Date of the Merger and the remaining such payments shall be made by the Surviving Corporation over the next nine (9) anniversaries of the first payment date.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 28th day of July, 2009.

SURVIVING CORPORATION:

ALICEA ENTERPRISES INC.

By: 
William Lupo, Its President

MERGED CORPORATION:

ALICEA MERGER CORPORATION

By: 
Virgil Valdes, Its President

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 28th day of July, 2009, is by and between Alicea Merger Corporation, a Florida corporation (the "**Merged Corporation**"), and Alicea Enterprises Inc., a Florida corporation (the "**Surviving Corporation**").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has One Hundred (100) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has Three Hundred (300) shares issued and outstanding;

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "**Merger**"); and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and sole shareholder of the Merged Corporation and by the Board of Directors and a majority of the shareholders of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I **CORPORATE EXISTENCE**

A. Upon the Merger becoming effective; (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged

Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Board of Directors and officers of the Surviving Corporation shall, upon the Merger becoming effective, be the following individuals until their successors are elected and qualified:

Board of Directors: William Lupo, Virgil Valdes and Milagro D. Faust

Officers:	President:	William Lupo
	Vice President:	Virgil Valdes
	Secretary:	Virgil Valdes

ARTICLE V

MANNER OF CONVERTING SHARES

The currently issued and outstanding shares of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be cancelled upon the Effective Date of the Merger. The currently issued and outstanding shares of common stock of the Surviving Corporation immediately prior to the Merger shall be cancelled and replaced with the following upon the Effective Date of the Merger:

1. The One Hundred (100) shares of common stock in the Surviving Corporation held by William Lupo immediately prior to the Effective Date of the Merger shall be canceled and replaced with One Hundred Fifty (150) shares of common stock of the Surviving Corporation.
2. The One Hundred (100) shares of common stock in the Surviving Corporation held by Virgil Valdes immediately prior to the Effective Date of the Merger shall be canceled and replaced with One Hundred Fifty (150) shares of common stock of the Surviving Corporation.
3. The One Hundred (100) shares of common stock in the Surviving Corporation held by Renier Gobeia immediately prior to the Effective Date of the Merger shall be canceled and replaced with the right to receive from the Surviving Corporation an aggregate payment in the amount of Twenty-Five Thousand Dollars (\$25,000), payable in ten (10) annual installments of principal of Two Thousand Five Hundred Dollars (\$2,500) each, with each of such payments being accompanied by payment of accrued interest at a rate of five percent (5%) per annum. The first such payment shall be made one (1) month after the Effective Date of the Merger and the remaining such payments shall be made by the Surviving Corporation over the next nine (9) anniversaries of the first payment date.

ARTICLE VI
APPROVAL OF MERGER

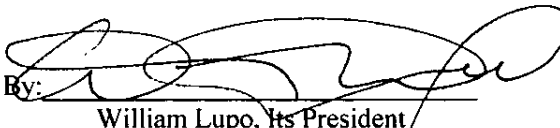
This Agreement and Plan of Merger has been approved by the Board of Directors and sole shareholder of the Merged Corporation and the Board of Directors and a majority of the shareholders of the Surviving Corporation, as provided by Florida Statutes Section 607.1103, as of July 28, 2009.

ARTICLE VII
EFFECTIVE DATE OF MERGER

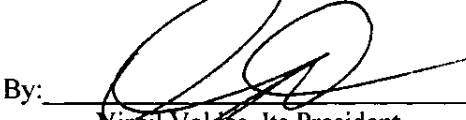
This Merger shall become effective upon filing with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement the day and year first above written.

ALICEA ENTERPRISES INC.

By: 
William Lupo, Its President

ALICEA MERGER CORPORATION

By: 
Virgil Valdes, Its President