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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

TB

2-7-08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CULINARY ASSETS, 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:

Jo Lynn Jorczak, Paralegal

(Contact Person)

Donna J. Feldman, P.A.

(Firm/Company)

19321-C U.S. Highway 19 No., Suite 103

(Address)

Clearwater, FL 33764

(City/State and Zip Code)

For further information concerning this matter, please call:

Jo Lynn Jorczak

(Name of Contact Person)

At ( 727 ) 536-8003

(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

The following Articles of Merger ("**Articles**") 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 is CULINARY ASSETS, INC., a Florida corporation, whose Articles of Incorporation were filed with the Secretary of State of the State of Florida as Document Number P06000145539.

**Second:** The name and jurisdiction of the *merging* corporation is EC1511, INC., a Florida corporation, whose Articles of Incorporation were filed with the Secretary of State of the State of Florida as Document Number P05000114282.

**Third:** The Plan of Merger is attached hereto as Exhibit "1".

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

**Fifth:** The Plan of Merger was adopted by the board of directors and shareholders of the *surviving* corporation on 1/1, 2008.

**Sixth:** The Plan of Merger was adopted by the board of directors and shareholders of the *merging* corporation on 1/1, 2008.

**Seventh:** These Articles of Merger have been executed by the surviving corporation and the merging corporation as indicated below:

EC1511, INC.,  
a Florida corporation  
(*Merging* Corporation)

By: Shawn A. Smith  
Shawn A. Smith, Sole Director

CULINARY ASSETS, INC.,  
a Florida corporation  
(*Surviving* Corporation)

By: Shawn A. Smith  
Shawn A. Smith, Sole Director

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**EXHIBIT "1"**

**PLAN OF MERGER**

*between*

**EC1511, INC., a Florida corporation**

*and*

**CULINARY ASSETS, INC., a Florida corporation**

The following Plan of Merger ("**Plan**") is submitted in compliance with Sections 607.1101 and 607.1103, Florida Statutes:

**First:** The name and jurisdiction of the *surviving* corporation is CULINARY ASSETS, INC., a Florida corporation.

**Second:** The name and jurisdiction of the *merging* corporation is EC1511, INC., a Florida corporation.

**Third:** There are no terms or conditions of the merger. Upon the effective date of the merger, in accordance with Section 607.1106(1), Florida Statutes, all assets and liabilities of the merging corporation shall become and constitute the assets and liabilities of the surviving corporation without further action, approval or resolution of the shareholders or directors of either corporation, and free of any terms, conditions, or reservations. The Board of Directors (or last members of the Board of Directors of the merging corporation) shall cooperate to facilitate the transfer of any assets and liabilities from the merging corporation to the surviving corporation on the books and in the records of any third parties.

**Fourth:** Each issued and outstanding share of common stock of the merging corporation shall be converted into one-half ( $\frac{1}{2}$ ) of one (1) share of common stock in the surviving corporation, and the surviving corporation shall take such action, without further approval or resolution of the shareholders or directors of the surviving corporation being required to effect the same. No other consideration shall be paid for the issued and outstanding shares of the merging corporation.

**Fifth:** The Board of Directors of the merging corporation and the surviving corporation are each authorized to amend this Plan prior to filing the Articles of Merger in accordance with, and to the extent permitted by Section 607.1103(8), Florida Statutes.

**Sixth:** The effective date of the merger shall be the date on which the Articles of Merger are filed with the Florida Department of State.