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000173.61363.1

# MERGER OR SHARE EXCHANGE

KALIKA, INC.

RECEIVED SOFE OF CORPORATIONS

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## **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:

| Name   | Jurisdiction         | Document Number<br>(If known/spplicable) |  |  |
|--|----------------------|--|--|--|
| Kalika, Inc.   | Florida              | P06000149923                             |  |  |
| Second: The name and jurisdiction of each  | merging corporation: |  |  |  |
| Name   | <u>Jurisdiction</u>  | Document Number (If known/ upplicable)   |  |  |
| Kalika Merchandising Co.   | Minnesota            | MN #4G-104, not qualified in FL          |  |  |
|  |                      |  |  |  |
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|  |                      | · · · · · · · · · · · · · · · · · · ·    |  |  |
| 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 / / (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 <u>surviving</u> corporation - (COMPLETE ONLY ONE STATEMENT) The Plan of Merger was adopted by the shareholders of the surviving corporation on <u>December 13</u> , 2006 |                      |  |  |  |
| 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 December 13, 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)

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### Seventh: SIGNATURES FOR EACH CORPORATION

| Name of Corporation      | Signature of an Officer or<br>Director | Typed or Printed Name of Individual & Title |
|--------------------------|--|---|
| Kalika, Inc.             | Jesone Von                             | Jerome V. Lavin, President                  |
| Kalika Merchandising Co. | Jan X Jon                              | Jerome V. Lavin, President                  |
|                          |  |   |
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| <del></del>              |  |   |

From: Ricky Soto

#### PLAN AND AGREEMENT OF MERGER MERGING KALIKA MERCHANDISING CO.

(a Minnesota corporation) INTO

KALIKA, INC.

(a Florida corporation)

This Plan of Merger, dated as of December 13, 2006, is made and entered into by and between Kalika, Inc., a Florida corporation (the "Surviving Corporation"), and Kalika Merchandising Co., a Minnesota corporation (the "Merged Corporation").

#### WITNESSETH:

WHEREAS, the Board of Directors and shareholders of each of said corporations deem it advisable for their corporation to enter into this Plan of Merger pursuant to Sections 302A.601, et. seq., of the Minnesota Business Corporation Act and Sections 607.1101 et seq. of the Florida Business Corporation Act.

NOW, THEREFORE, it is hereby agreed by and between the parties that effective December 13, 2006 (the "Effective Date"), the Merged Corporation shall be merged into the Surviving Corporation according to the following terms and conditions:

- ı. Effective as of the Effective Date, the Merged Corporation is hereby merged into the Surviving Corporation, and the name of the continuing corporation shall be Kalika, Inc.
- Upon the Effective Date, by virtue of the merger each share of the issued and outstanding stock of the Merged Corporation shall be converted into one share of stock of the Surviving Corporation with identical designations, preferences, limitations and relative rights. As of the Effective Date, by virtue of the Merger, each share of stock of the Surviving Corporation outstanding immediately prior thereto shall be cancelled and returned to the status of authorized but unissued shares.
- Upon the Effective Date, the merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act and Section 302A.641 of the Minnesota Business Corporation Act.
- The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the merger.
- 5. The Officers and Directors of the Surviving Corporation immediately prior to the Effective Date shall continue to be the Officers and Directors of the Surviving Corporation

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immediately after the merger, and until the next election of the Board of Directors and officers of the Surviving Corporation, as required by the Surviving Corporation's Articles of Incorporation and Bylaws.

- 6. This Plan and Agreement of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all such counterparts shall constitute one and the same Plan and Agreement of Merger.
- 7. This Agreement shall be governed by the laws of the State of Minnesota excluding the conflicts of law provisions thereof.

IN WITNESS WHEREOF, each of the parties hereto have executed this Plan and Agreement of Merger the day and year first above mentioned.

KALIKA, INC.

a Florida corporațion

By / Lu

Jerome V. Lavin, President

KALIKA MERCHANDISING CO.

a Minnesota corporation

By,

Jerome V. Lavin, President

This Agreement has been approved and adopted by all of the shareholders holding the outstanding stock of the Merged Corporation entitled to vote thereon.

Jerome V. Lavin, Secretary

of the Merged Corporation