

P07000017415

(Requestor's Name)

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Merger
Thawie

02/23/07--01001--010 **113.75

FILED
2007 FEB 23 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Pursuant to and in accordance with the Employee Retirement Income Security Act (ERISA) of 1974, notice is hereby given that despite what people think or have heard ad infinitum, retirement funds can be put to work at any time to start or buy a business. Moreover and in fact, the manner of doing so is entirely above-board and the plan is okay by the IRS.



February 20, 2007

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FED/EX

Re: Request to file Articles of Merger

Dear Sir or Madam:

Enclosed you will find the Articles of Merger for Investors' Consolidated Enterprises, Inc., along with one copy, which are hereby submitted for filing, as well as 1 check:

1st check: \$113.75 (Filing Fee)

Please return all processed documents in the enclosed return Fed/Ex envelope.

Thank you for your assistance, and please feel free to call if you have any questions.

Regards,

Rachael Moon
T: 866-837-6063
F: 866-245-6901

West Coast

801 Orange Ave
Suite 207
Coronado, CA 92118
619.522.0961
toll-free: 866.837.6063
fax: 886.245.6901

benetrends.com

East Coast

1180 Welsh Road
Suite 170
North Wales, PA 19454
267.498.0059
toll-free: 866.423.6387
fax: 866.826.6701

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Investors' Consolidated Enterprises, 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:

Rachael Moon
(Contact Person)

BeneTrends, Inc.
(Firm/Company)

801 Orange Ave. Ste. 207
(Address)

Coronado, CA 92118
(City/State and Zip Code)

For further information concerning this matter, please call:

Rachael Moon At (866) 837-6063 ext. 201
(Name of Contact Person) (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

(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)
Investors' Consolidated Enterprises, Inc.	Florida	P07000017415

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Diversified Businesses International, Inc.</u>	<u>Minnesota</u>	<u>979605-3</u>
<u>Anderson Diversified Enterprises, Inc.</u>	<u>Minnesota</u>	<u>986660-3</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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 ____ / ____ / ____ (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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 20, 2007 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on February 20, 2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Investors' Consolidated Enterprises, Inc.



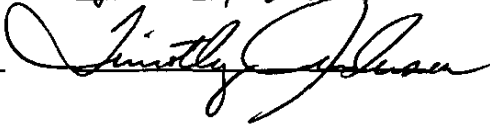
David Shahin, Director

Diversified Businesses International, Inc.



David Shahin, Director

Anderson Diversified Enterprises, Inc.



Timothy Anderson, Director

Plan of Merger of Diversified Businesses International, Inc.,
Anderson Diversified Enterprises, Inc. into Investors' Consolidated
Enterprises, Inc.
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

Article I

Name of Constituent Corporations

1. The name of each Constituent Corporation is Diversified Businesses International, Inc., Anderson Diversified Enterprises, Inc. and Investors' Consolidated Enterprises, Inc.
2. The name of the Surviving Corporation is Investors' Consolidated Enterprises, Inc. and subsequent to the merger its name shall remain Investors' Consolidated Enterprises, Inc.

Article II

Shares of Constituent Corporations

1. As to each Constituent Corporation, the designation and number of outstanding shares of each class in series and the voting rights are:
 - (a) Diversified Businesses International, Inc. has outstanding 100,000 shares of voting common stock.
 - (b) Anderson Diversified Enterprises, Inc. has outstanding 100,000 shares of voting common stock.
 - (c) Investors' Consolidated Enterprises, Inc. has outstanding 100,000 shares of voting common stock.
 - (d) The number of shares mentioned above is not subject to change prior to the effective date of the merger.

Article III

Terms and Conditions of Proposed Merger

1. The terms and conditions of the proposed merger are as follows:
 - (a) The By-Laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.
 - (b) The first annual meeting of the share holders of the Surviving Corporation held after the effective date of the merger shall be the next annual meeting provided by the By-Laws of Investors' Consolidated Enterprises, Inc., one of the Constituent Corporations.

(c) The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the date when the merger shall become effective and may be called or may be convened in the manner provided in the By-Laws of Investors' Consolidated Enterprises, Inc., one of the Constituent Corporations, for the purpose of calling a special meeting of the Board of Directors of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.

(d) All persons who shall be officers of Investors' Consolidated Enterprises, Inc., one of the Constituent Corporations, on the effective date of the merger shall be and remain in the same respective offices of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall elect or appoint their successors.

(e) When the merger shall become effective, the separate existence of Diversified Businesses International, Inc. and Anderson Diversified Enterprises, Inc. shall cease and said corporation shall be merged in accordance with the provisions of this plan into Investors' Consolidated Enterprises, Inc. which shall survive such merger and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations, and all of the property, real and personal including subscriptions for shares, causes of action in every other asset of each of the Constituent Corporations, including, without limitation, the name, trademarks, trade names of each Constituent Corporation, shall vest in each Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or issuance shall be give to fully accomplish the purposes of this merger, the directors and officers of either Constituent Corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligations due or to become due, claim or demand for any cause existing against either Constituent Corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding civil and criminal, then pending by or against either Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced prosecuted, settled or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either Constituent Corporation.

Article IV

Manner and Basis of Converting Shares of Constituent Corporations Into Shares of the Surviving Corporation

1. The manner and basis of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

(a) All of the outstanding common shares of Diversified Businesses International, Inc. and Anderson Diversified Enterprises, Inc. outstanding on the effective date of the merger and all rights in respect there to, shall forthwith, upon such effective date, be converted into, and become exchanged for 100,000 common shares of the Surviving

Corporation, and each holder of the common shares of Diversified Businesses International, Inc. and Anderson Diversified Enterprises, Inc. shall thereafter be entitled, upon presentation for surrender to Investors' Consolidated Enterprises, Inc. or its agent, of the certificate or certificates representing the share of fully-paid and non-assessable common shares of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange.

(b) Any shares of any class of Diversified Businesses International, Inc. and Anderson Diversified Enterprises, Inc. held in its treasury on the effective date of the merger will be canceled.

(c) All of the outstanding common shares of Investors' Consolidated Enterprises, Inc. outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date, be converted into, and become exchanged for 100,000 common shares of the Surviving Corporation, and each holder of the common shares of Investors' Consolidated Enterprises, Inc. shall thereafter be entitled, upon presentation for surrender to receive and exchange therefore a certificate or certificates representing the shares of fully-paid and non assessable common shares of the Surviving Corporation to which such holder shall be entitled on the aforesaid basis of conversion in exchange.

2. The manner and basis of converting the shares of Diversified Businesses International, Inc. into the shares of the Surviving Corporation shall be as follows:

(a) Immediately upon the effective date of the merger, each share of stock of Diversified Businesses International, Inc. outstanding (being all of the shares of Diversified Businesses International, Inc. outstanding other than shares held by Diversified Businesses International, Inc. as treasury shares), ipso facto, without any action on the part of the holder thereof, shall automatically become and be converted into common stock of the Surviving Corporation, at the rate of one share of common stock of the Surviving Corporation for each one share of the common stock of Diversified Businesses International, Inc.; and each outstanding certificate representing shares of common stock of Diversified Businesses International, Inc. shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of fully paid, nonassessable shares of common stock of the surviving Corporation into which such shares of common stock of Diversified Businesses International, Inc. shall have been so converted.

3. The manner and basis of converting the shares of Anderson Diversified Enterprises, Inc. into the shares of the Surviving Corporation shall be as follows:

(a) Immediately upon the effective date of the merger, each share of stock of Anderson Diversified Enterprises, Inc. outstanding (being all of the shares of Anderson Diversified Enterprises, Inc. outstanding other than shares held by Anderson Diversified Enterprises, Inc. as treasury shares), ipso facto, without any action on the part of the holder thereof, shall automatically become and be converted into common stock of the Surviving Corporation, at the rate of one share of common stock of the Surviving Corporation for each one share of the common stock of Anderson Diversified

Enterprises, Inc.; and each outstanding certificate representing shares of common stock of Anderson Diversified Enterprises, Inc. shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of fully paid, nonassessable shares of common stock of the surviving Corporation into which such shares of common stock of Anderson Diversified Enterprises, Inc. shall have been so converted.