

PD7000024804

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TALLAHASSEE, FLORIDA

merger
sf

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JM HOLDINGS OF MELBOURNE, 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:

MARCEL GRAVEL
(Contact Person)

JM HOLDINGS OF MELBOURNE, INC.
(Firm/Company)

319 THIRD AVENUE
(Address)

MELBOURNE BEACH, FL 32951
(City/State and Zip Code)

For further information concerning this matter, please call:

DAVID P. CHO At (321) 984-0742
(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)
JM HOLDINGS OF MELBOURNE, INC.	FLORIDA	P07000024804

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JM INVESTMENTS INC.	FLORIDA	P98000026129
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 03/01/2007 / _____ (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 February 23, 2007.

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 February 23, 2007.

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)

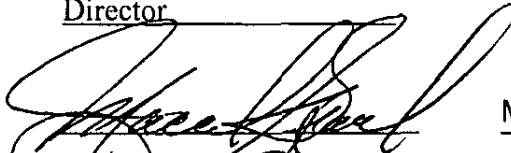
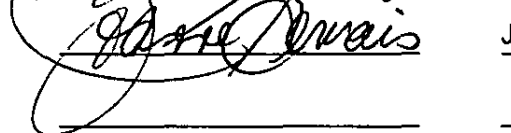
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

JM HOLDINGS OF MELBOURNE, INC

MARCEL GRAVEL, DIRECTOR

JM INVESTMENTS, INC.

JOANNE GERVAIS, DIRECTOR

PLAN OF MERGER

(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.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

JM HOLDINGS OF MELBOURNE, INC.

FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

JM INVESTMENTS INC.

FLORIDA

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

ALL SHARES, BUSINESS, ASSETS, PROPERTY, GOODWILL, AND RIGHTS OF MERGING CORPORATION AS A GOING CONCERN, OF EVERY NATURE, KIND, AND DESCRIPTION, TANGIBLE AND INTANGIBLE, WHERESOEVER LOCATED AND WHETHER OR NOT CARRIED OR REFLECTED ON THE BOOKS AND RECORDS OF MERGING CORPORATION.

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

AS SET FORTH IN THE PURCHASE AND SALE OF SHARES AGREEMENT DATED
FEBRUARY 23, 2007.

(Attach additional sheets if necessary)