

P07000034505

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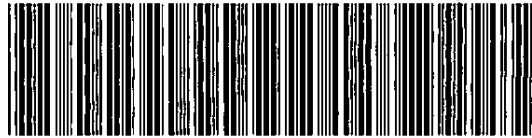
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TALLAHASSEE, FLORIDA  
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Merger  
11/5



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 19, 2009

DAVID OLIVENCIA  
LDL ACCOUNTANTS & ASSOCIATES CPAS LLC  
5425 S. SEMORAN BLVD., SUITE 7C  
ORLANDO, FL 32822

SUBJECT: ALL-STAR AUTO SALES OF SOUTH ORLANDO, INC.  
Ref. Number: P07000034505

We have received your document for ALL-STAR AUTO SALES OF SOUTH ORLANDO, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$70.00.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

PLEASE TITLE THE NEW ARTICLES OF INCORPORATION "RESTATED ARTICLES OF INCORPORATION."

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist Supervisor

Letter Number: 509A00033377

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TALLAHASSEE, FLORIDA

2009 NOV - 3 AM 8:00

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ALL-STAR AUTO SALES OF SOUTH ORLANDO, 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:

David Olivencia

Contact Person

LDL Accountants & Associates CPAS LLC

Firm/Company

5425 S. Semoran Blvd Suite 7C

Address

Orlando, FL 32822

City/State and Zip Code

accountant@ldlcpas.copm

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Olivencia

Name of Contact Person

At ( 407 )

207-5509

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)
ALL-STAR AUTO SALES OF SOUTH ORLANDO, INC.	FLORIDA	P07000034505

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BEE JAY AUTOMOTIVE, INC.	FLORIDA	P04000144423
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** 08 / 01 / 2009 (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 07/31/2009.

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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 07/31/2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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[illegible]

BEE JAY AUTOMOTIVE,

1. Handwritten Name  
 2. Handwritten Name

Anjanees Sammy

## **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

ALL-STAR AUTO SALES OF SOUTH ORLANDO, INC. Orange County FLORIDA

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

Name

Jurisdiction

BEE JAY AUTOMOTIVE, INC. Orange County FLORIDA

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of July 31, 2009, is entered into by and among All-Star Auto Sales Of South Orlando, Inc., a Florida corporation ("Surviving"), and Bee Jay Automotive, Inc., a Florida corporation (the "Mergee").

The Merger shall have the effects set forth herein, in the Plan of Merger. Without limiting the generality of the foregoing, at the Effective Date, all the properties, rights, privileges, powers and franchises of the Mergee shall vest in the Surviving, and all debts, liabilities and duties of the Mergee shall become the debts, liabilities and duties of the Surviving 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:

*(Attach additional sheets if necessary)*

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**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

*RESTATE*  
**ARTICLES OF INCORPORATION**

**OF**

**ALL STAR AUTO SALES OF SOUTH ORLANDO, INC.**

The undersigned, acting as incorporator of this corporation pursuant to chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation.

Article ONE.

**NAME OF CORPORATION**

The name of this corporation shall be All-Star Auto Sales of South Orlando, Inc and the principal place of business shall be 2413 Winfield Drive Kissimmee FL 34743-3605.

Article TWO

**TERMS OF EXISTENCE**

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

Article THREE.

**GENERAL PURPOSE**

The general purpose for which this corporation is organized shall be:

It is intended that this corporation is organized for and may conduct and transact any and or all lawful business authorized and not prohibited by chapter 607 of the Florida Statutes, as the same may be from time to time amend. Provided, however, and notwithstanding the generality of the forgoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.



Article FOUR

CAPITAL STOCK

The maximum number of share of the capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

Article FIVE.

INITIAL REGISTERED OFFICE AND REGISTERD AGENT

The initial street address of the registered office of this corporation in the state of Florida will be 2413 Winfield Drive Kissimmee Fl 34743-3605 .the Board of Directors may from time to move the registered office to any other address in Florida. The name of the initial registered agent of this corporation is Anjane Sammy be 2413 Winfield Drive Kissimmee Fl 34743-3605. The Board of Directors may from time to time designate a new registered agent.

Article SIX.

INITIAL BOARD OF DIRECTORS

1. The Initial number of directors of this corporation shall be (2)
2. The number of directors may be increased or decreased from time to time in accordance with the bylaws of this corporation, but never less than one.
3. The name and street address of the initial members of the board of directors, who shall hold office for the first years of existence of this corporation or until their successors are elected or appointed and have qualified, are:

Name  
Anjane Sammy

Street Address  
2413 Winfield Drive  
KISSIMMEE, FL 34743-3605

Bijay Bunsee

2413 Winfield Drive  
KISSIMMEE, FL 34743-3605

Article SEVEN.  
INCORPORATOR

The name and address of the incorporator of this corporation is:

Name

Anjane Sammy

Address

2413 Winfield Drive  
KISSIMMEE, FL 34743-3605

Article EIGHT

AMENDMENT TO ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orange Florida, This 16<sup>th</sup> day of March, 2007

Anjane Sammy (SEAL)  
Anjane Sammy

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Anjane Sammy, known to me to be the individual described in and who executed the forgoing Articles of Incorporation, and he acknowledged that he subscribed said instrument for the uses and purpose set fourth herein.

WITNESS my hand and official seal in the County and State aforesaid this 16<sup>th</sup> day of March 2007

\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

Having been named as registered agent for the above named corporation, at the place designated in the forgoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provision of all statues relative to the proper and complete performance of my duties as a registered agent. I am familiar with, and accept the duties and obligations of, Section 607.325 of the Florida Statues

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

  
8/1/09