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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meyer

SG

7-1-08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KLASSIC KLOSETS INCORPORATED
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

MARTHA I GUZMAN
(Contact Person)

KLASSIC KLOSETS INCORPORATED
(Firm/Company)

4125 W WATERS AVE
(Address)

TAMPA FL 33614
(City/State and Zip Code)

For further information concerning this matter, please call:

FELIX A DIEZ, EA At (813) 871 1816
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 23, 2008

KLASSIC KLOSETS INCORPORATED
C/O MARTHA I GUZMAN
4125 W. WATERS AVENUE
TAMPA, FL 33614

SUBJECT: KLASSIC KLOSETS INCORPORATED
Ref. Number: P07000078514

We have received your document for KLASSIC KLOSETS INCORPORATED and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please note that BE & MATTY'S SHELVING INC. was Voluntary dissolved w/ notice on May 9, 2008, in order to file the Merger both Florida corporations has to be active.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 208A00032866

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

P07000078514

P03000026005

(Attach additional sheets if necessary)

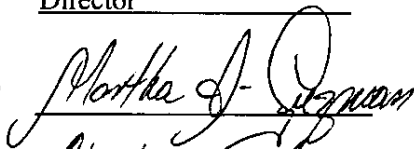
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

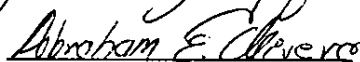
Typed or Printed Name of Individual & Title

Klassic Klosets Incorporated



Martha I Guzman, Secretary

Abe & Matty's Shelving Inc



Abraham E Olivera, 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

Klassic Klosets Incorporated

Florida

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

Name

Jurisdiction

Abe & Matty's Shelving Inc

Florida

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

Attached

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:

Attached

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

Attached

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER BETWEEN
KLASSIC KLOSETS INCORPORATED and ABE & MATTY'S SHELVING INC

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of MAY 1, 2008, by and between KLASSIC KLOSETS INCORPORATED, a Florida corporation ("Klassic Klosets") and , ABE & MATTY'S SHELVING INC, a Florida corporation (hereinafter collectively called the "Merging Corporations").

WITNESSETH:

WHEREAS, KLASSIC KLOSETS INCORPORATED is a corporation duly organized, existing and in good standing under the laws of the State of Florida with an authorized capitalization of 100 shares of Common Stock, par value \$0.01 per share, of which 100 shares are issued and outstanding (the "Common Stock").

WHEREAS, ABE & MATTY'S SHELVING INC is a corporation duly organized, existing and in good standing under the laws of the State of Florida with an authorized capitalization of 100 shares of common stock, par value \$0.01 per share, of which 100 shares are issued and outstanding (the "Common Stock").

WHEREAS, the Board of Directors of each of KLASSIC KLOSETS INCORPORATED and ABE & MATTY'S SHELVING INC has approved a merger (the "Merger") of KLASSIC KLOSETS INCORPORATED and ABE & MATTY'S SHELVING INC with and into KLASSIC KLOSETS INCORPORATED upon the terms and subject to the conditions set forth herein pursuant to which KLASSIC KLOSETS INCORPORATED would be the surviving corporation, all the outstanding shares of of Common Stock owned by ABE & MATTY'S SHELVING INC would be cancelled; and

NOW, THEREFORE, for and in consideration of the premises and of the covenants and agreements hereinafter set forth, the parties hereto covenant and agree that ABE & MATTY'S SHELVING INC shall on the Effective Date (as defined in Section 5.3) be merged with and into KLASSIC KLOSETS INCORPORATED which shall continue in existence and survive the Merger and be governed by the laws of the State of Florida, and that the terms and conditions of the Merger hereby agreed upon, the mode of carrying the same into effect, and the manner and basis of converting the shares of ABE & MATTY'S SHELVING INC into shares of KLASSIC KLOSETS INCORPORATED are and shall be as hereinafter set forth.

ARTICLE ONE

ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The corporation surviving the Merger (the "Surviving Corporation") shall be KLASSIC KLOSETS INCORPORATED. The articles of incorporation of KLASSIC KLOSETS INCORPORATED in effect at the time of the Effective Date shall be the articles of incorporation of the Surviving Corporation.

ARTICLE TWO

BYLAWS OF THE SURVIVING CORPORATION

The bylaws of KLASSIC KLOSETS INCORPORATED in effect at the time of the Effective Date shall be the bylaws of the Surviving Corporation and shall remain in effect until amended or repealed.

ARTICLE THREE

DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

3.1 Directors. Upon the Effective Date, the directors of KLASSIC KLOSETS INCORPORATED then in office shall remain as directors of the Surviving Corporation and shall hold office until the next annual meeting of the stockholders of the Surviving Corporation and until their successors are elected and have qualified.

3.2 Officers. Upon the Effective Date, all persons who shall then be officers of KLASSIC KLOSETS INCORPORATED shall remain as officers of the Surviving Corporation and, subject to the provisions of the bylaws of the Surviving Corporation, shall hold office until the next annual meeting of the directors of the Surviving Corporation and until their successors are elected and have qualified.

ARTICLE FOUR

MANNER AND BASIS OF CONVERTING OR EXCHANGING SHARES; TREATMENT OF OPTIONS

The mode of carrying into effect the Merger and the manner and basis of converting shares of common stock of ABE & MATTY'S SHELVING INC into shares of Common Stock of KLASSIC KLOSETS INCORPORATED shall be as follows:

4.1 Capital Stock. (a) At the Effective Date, the outstanding shares of common stock of ABE & MATTY'S SHELVING INC shall be converted, on an aggregate basis, into 100 shares of Common Stock of KLASSIC KLOSETS INCORPORATED, and the 100 shares of Common Stock held by KLASSIC KLOSETS INCORPORATED, immediately prior to the Effective Date shall be cancelled. At the Effective Date, all shares of common stock of KLASSIC KLOSETS INCORPORATED and all rights in respect thereof, by virtue of the Merger, shall be cancelled. The 100 shares of Common Stock shall be issued to stockholders of ABE & MATTY'S SHELVING INC and, upon issuance thereof to the stockholders of ABE & MATTY'S SHELVING INC pursuant to the Merger, shall be validly issued and outstanding, fully paid and nonassessable.

ARTICLE FIVE

MISCELLANEOUS PROVISIONS

5.1 Transfer of Rights, etc. of ABE & MATTY'S SHELVING INC to the Surviving Corporation. On the Effective Date, the Merger shall have the effects set forth in Articles 607.1101, 607.1105 and 607.0123 of the Florida Statutes.

5.2 Further Assurances. ABE & MATTY'S SHELVING INC hereby agrees that, from time to time, as and when requested by KLASSIC KLOSETS INCORPORATED or by its successors and assigns, it will

execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other actions as KLASSIC KLOSETS INCORPORATED may deem necessary or desirable in order to vest or perfect in, or conform of record or otherwise to give, KLASSIC KLOSETS INCORPORATED title to and possession of all the property, rights, privileges, immunities, franchises, debts and interests referred to in Section 5.1 and otherwise to carry out the intent and purposes of this Agreement.

5.3 Action by Stockholders; Effective Date of Merger. May 1, 2008, this Agreement shall be duly submitted to the stockholders of KLASSIC KLOSETS INCORPORATED and ABE & MATTY'S SHELVING INC for the purpose of considering and acting upon this Agreement as required by law. Each of the Merging Corporations shall use its best efforts to obtain the requisite approval of its stockholders to this Agreement and the plan of merger and other transactions contemplated herein, and the Merging Corporations, through their respective officers and directors, shall execute and file with the appropriate officials of any state or jurisdiction all documents and papers necessary and required by any such state or jurisdiction, and such corporations shall take every reasonable and necessary step and action to comply with and to secure approval as may be required by the statutes, rules and regulations of any such state or jurisdiction applicable to this Agreement and the transactions contemplated herein.

The Merger shall become effective on the filing of this Agreement and Plan of Merger, or a certificate or articles of merger in lieu thereof in accordance with applicable law, in the offices of the Secretary of State of the State of Florida, and upon the issuance of a certificate of merger by the Secretary of State of the State of Florida. The date of the effectiveness of the Merger shall be the "Effective Date" of the Merger.

5.4 Termination. This Agreement and the transactions contemplated hereby may be terminated at any time on or prior to the Effective Date whether before or after approval thereof by the stockholders of ABE & MATTY'S SHELVING INC or KLASSIC KLOSETS INCORPORATED by mutual consent of the respective Boards of Directors of the Merging Corporations. In the event of the termination and abandonment hereof pursuant to the provisions of this Section 5.4, this Agreement and the transactions contemplated hereby shall become void and have no effect, without any liability on the part of any of the parties or their directors or officers or stockholders in respect of this Agreement.

5.5 Other Conditions Precedent. Consummation of this Agreement is subject, as conditions precedent, to (a) the obtaining of (i) a ruling from the Internal Revenue Service which is acceptable to each of the Merging Corporations and (ii) any licenses, permits, consents and approvals (including stockholder approvals) required by the laws of the State of Florida or of any other state or jurisdiction material to the consummation of the transactions provided for herein and (b) holders of not more than one percent (1%) of the outstanding shares of Common Stock having asserted dissenters' rights with respect to the Merger under applicable law.

5.6 Waivers. Any term, provision or condition of this Agreement (other than the requirement for stockholder approval) may be waived in writing by the party which is, or the party the stockholders of which are, entitled to the benefits thereto.

5.7 Amendment. Subject to the provisions of applicable law, this Agreement may be amended (including amendments changing the Effective Date) or supplemented at any time, before or after approval of the Merger by stockholders of the Merging Corporations, by action taken by the Board of Directors of the Merging Corporations.

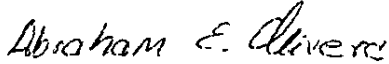
5.8 Binding Agreement. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

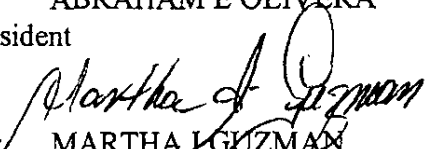
5.9 Governing Law. It is the intention of the parties hereto that the laws of the State of Florida should govern the validity of this Agreement, the construction of its terms and the interpretation of the rights and duties of the parties hereto shall govern by the Florida law with respect to corporate action taken or to be taken by ABE & MATTY'S SHELVING INC in connection with this Agreement.

5.10 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall be deemed one and the same agreement, and shall become binding on the parties hereto when one or more counterparts have been signed by each of the parties and delivered to the other parties.

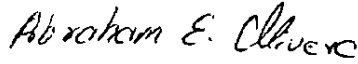
IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf and its corporate seal to be hereunto affixed by its officers thereunto duly authorized, all as of the day and year first above written.

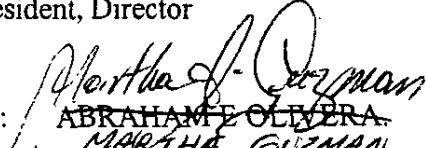
KLASSIC KLOSETS INCORPORATED, a Florida corporation


By: ABRAHAM E OLIVERA
President


By: MARTHA J GUZMAN
Secretary

ABE & MATTY'S SHELVING INC, a Florida corporation


By: ABRAHAM E OLIVERA
President, Director


By: ABRAHAM E OLIVERA
Secretary MARTHA GUZMAN

CERTIFICATE OF CORPORATE RESOLUTION OF UNANIMOUS CONSENT ACTION
of the SHAREHOLDERS OF KLASSIC KLOSETS INCORPORATED

I HEREBY CERTIFY to KLASSIC KLOSETS INCORPORATED, a Florida corporation, that, I, Abraham E Olivera am the duly elected and qualified Director of ABE & MATTY'S SHELVING INC., a Florida corporation, and the keeper of its records and corporate seal, and that this Unanimous Consent Action of the Shareholders is true and correct and duly adopted by unanimous consent of the sole shareholder in accordance with the Articles of Incorporation and Bylaws of ABE & MATTY'S SHELVING INC.

WHEREAS: the Directors of ABE & MATTY'S SHELVING INC (the "Corporation") desire to merge all of its assets with KLASSIC KLOSETS INCORPORATED, a Florida corporation.

WHEREAS, the Directors of the Corporation have recommended that the shareholders approve the Merger.

RESOLVED, the Shareholders concur with the recommendation of the Director and hereby ratify, adopt and approve the Contract and the transactions contemplated therein in all respects.

IN WITNESS WHEREOF, I have hereunto affixed my name as Director, and have caused the corporate seal to be hereunto affixed, this May 1, 2008.

ABE & MATTY'S SHELVING INC.

By Abraham E. Olivera
Abraham E Olivera as its Director

State of Florida
County of Hillsborough

The foregoing certificate of Corporate Resolution was acknowledged before me on May 1 2008 by Abraham E Olivera, as Director of Abe & Matty's Shelving Inc, who has produced a Florida driver License as identification.



Felix A Diez, Notary Public
Commission expires: 06/24/2008

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CERTIFICATE OF CORPORATE RESOLUTION OF UNANIMOUS CONSENT ACTION
of the SHAREHOLDERS OF KLASSIC KLOSETS INCORPORATED

I HEREBY CERTIFY to ABE & MATTY'S SHELVING INC., a Florida corporation, that, I, Martha I Guzman am the duly elected and qualified Secretary of KLASSIC KLOSETS INCORPORATED., a Florida corporation, and the keeper of its records and corporate seal, and that this Unanimous Consent Action of the Shareholders is true and correct and duly adopted by unanimous consent of the sole shareholder in accordance with the Articles of Incorporation and Bylaws of KLASSIC KLOSETS INCORPORATED.

WHEREAS: the Directors of KLASSIC KLOSETS INCORPORATED (the "Corporation") desire to merge all of its assets with ABE & MATTY'S SHELVING INC, a Florida corporation.

WHEREAS, the Directors of the Corporation have recommended that the shareholders approve the Merger.

RESOLVED, the Shareholders concur with the recommendation of the Director and hereby ratify, adopt and approve the Contract and the transactions contemplated therein in all respects.

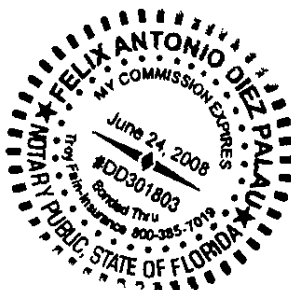
IN WITNESS WHEREOF, I have hereunto affixed my name as Director, and have caused the corporate seal to be hereunto affixed, this May 1, 2008.

KLASSIC KLOSETS INCORPORATED.

By Martha I. Guzman
Martha I Guzman as its Secretary

State of Florida
County of Hillsborough

The foregoing certificate of Corporate Resolution was acknowledged before me on May 1 2008 by Martha I Guzman, as Secretary of Klassic Klosets Incorporated, who has produced a Florida driver License as identification.



Felix A. Diez
Felix A. Diez, Notary Public
Commission expires: 06/24/2008