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MERGER OR SHARE EXCHANGE

KINGS POINT INDUSTRIES, INC.

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Kings Point Industries, Inc.	Florida	P07000129760

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Kings Point Industries, Inc.	New York	N/A

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 12 / 31 / 07 (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 December 21, 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 December 21, 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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Kings Point Industries, Inc.

Joseph Gurwin, President

Kings Point Industries, Inc.

Joseph Gurwitt, President

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

SEE ATTACHED AGREEMENT AND

PLAN OF MERGER

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

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

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)

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:

AGREEMENT AND PLAN OF MERGER

OF

KINGS POINT INDUSTRIES, INC.
(a New York corporation)

INTO

KINGS POINT INDUSTRIES, INC.
(a Florida corporation)

This Agreement and Plan of Merger (the "Agreement"), dated as of December 21, 2007, has been adopted by the written consent of the sole member of the Board of Directors of Kings Point Industries, Inc., a New York corporation, ("Kings-NY") and by the unanimous written consent of the Board of Directors of Kings Point Industries, Inc., a Florida corporation ("Kings-FL"). The Board of Directors of Kings-NY and the Board of Directors of Kings-FL have submitted this Agreement to their respective shareholders entitled to vote thereon for their approval. Kings-NY and Kings-FL agree as follows:

1. Names of Constituent Corporations.
 - (a) The names of the constituent corporations are Kings Point Industries, Inc., a New York corporation, and Kings Point Industries, Inc., a Florida corporation.
 - (b) The name of the surviving corporation is Kings Point Industries, Inc., a Florida corporation.
2. Effective Date. The effective date of the merger of Kings-NY into Kings-FL (the "Merger") will be on December 31, 2007 (the "Effective Date").
3. Merger. On the Effective Date, Kings-NY will be merged with and into Kings-FL, which will continue to be governed by the laws of the State of Florida, and the separate corporate existence of Kings-NY will thereupon cease. The Merger will be pursuant to the provisions and with the effect as provided in the Business Corporation Law of the State of New York and the Business Corporation Act of the State of Florida.

4. Issued and Outstanding Stock.

- (a) The designation and number of outstanding shares of Kings-NY are 100 common shares, with a par value of \$1.00 per share, all of which are entitled to vote. This number of shares is not subject to change prior to the Effective Date.
- (b) The designation and number of outstanding shares of Kings-FL are 100 common shares, all of which are entitled to vote. This number of shares is not subject to change prior to the Effective Date.

5. Cancellation of Stock. Upon the Effective Date, each issued and outstanding common share of Kings-NY will be cancelled upon surrender of all share certificates without any consideration being paid to the shareholders in respect thereof.

6. By-laws. On the Effective Date, the by-laws of Kings-FL, as in effect immediately prior to the Effective Date, will be the by-laws of the surviving corporation.

7. Directors and Officers.

- (a) The persons who are directors of Kings-FL immediately prior to the Effective Date will, on and after the Effective Date, continue as directors of the surviving corporation without change until their successors have been duly elected and qualified or until their earlier death, removal and resignation.
- (b) The persons who are officers of Kings-FL immediately prior to the Effective Date will, on and after the Effective Date, continue as officers of the surviving corporation without change until their successors have been duly elected and qualified or until their earlier death, removal or resignation.

8. Termination. Anything in this Agreement or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the constituent corporations by an appropriate resolution of its Board of Directors at any time prior to the Effective Date.

12-26-07

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IN WITNESS WHEREOF, the undersigned have caused this Agreement to be
executed as of the day and year first above written,

KINGS POINT INDUSTRIES, INC.

By: 

Name: Joseph Gurwin

Title: President

KINGS POINT INDUSTRIES, INC.

By: 

Name: Joseph Gurwin

Title: President

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