

P08000018215

(Requestor's Name)

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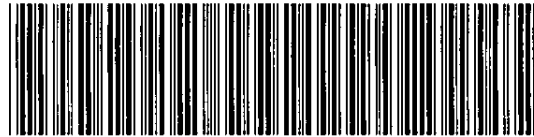
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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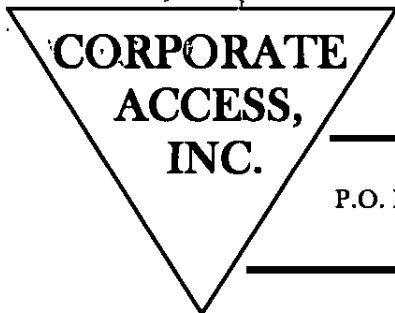


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RECEIVED
08 APR 24 AM 10:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
G. Gouletto APR 24 2008



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- ☐ CERTIFIED COPY _____
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1. Three Steps Up, Inc. P08-18215
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF MERGER OF
THREE STEPS UP, INC.
INTO
THREE STEPS UP, INC.**

To the Department of State
State of Florida:

FILED
08 APR 24 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, governing the merger of a foreign corporation with and into a domestic corporation, the corporations hereinafter named do hereby adopt the following articles of merger:

1. The names of the merging corporations are THREE STEPS UP, INC., which is a business corporation organized under the laws of the State of New Jersey, and the existence of which will cease and THREE STEPS UP, INC., which is a business corporation organized under the laws of the State of Florida and which shall be the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging THREE STEPS UP, INC. with and into THREE STEPS UP, INC. as approved by the Board of Directors of each of said corporations.

3. The number of shares of each of THREE STEPS UP, INC. and THREE STEPS UP, INC. which were entitled to vote at the time of the approval of the Plans of Merger by its shareholders is 100 shares of common stock, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporations approved the Plans of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 100. The date of said consents and approval was September 20, 2004.

4. THREE STEPS UP, INC. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. All of the shareholders of the surviving corporation

approved the Plan of Merger pursuant to their written consent without a meeting of shareholders.

5. The applicable provisions of the laws of the jurisdiction of organization of THREE STEPS UP, INC. relating to the merger of THREE STEPS UP, INC. with and into THREE STEPS UP, INC. have been complied with and permit the merger.

6. The merger herein provided for shall become effective in the State of Florida on the date the Certificate of Merger is filed by the Department of State.

IN WITNESS WHEREOF we have signed this certificate this day of ,
2008.

THREE STEPS UP, INC.

BY: Irwin Slurzberg, Pres.

BY: Irwin Slurzberg, Sec.

THREE STEPS UP, INC.

BY: Irwin Slurzberg, Pres.

BY: Irwin Slurzberg, Sec.

**PLAN OF MERGER OF THREE STEPS UP, INC.,
INTO THREE STEPS UP, INC.**

The following Plan of Merger (the "Plan") shall effect the merger of THREE STEPS UP, INC. a business corporation organized under the laws of the State of New Jersey into THREE STEPS UP, INC., a business corporation organized under the laws of the State of Florida.

1. The names of each constituent corporation to the merger are THREE STEPS UP, INC. and THREE STEPS UP, INC. The name of the surviving corporation is THREE STEPS UP, INC. which shall continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of THREE STEPS UP, INC. shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Corporation Law.

2. THREE STEPS UP, INC. has outstanding 100 shares of common stock. THREE STEPS UP, INC. has outstanding 100 shares of common stock. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the merger are as follows:

(a) All the outstanding shares of THREE STEPS UP, INC., the surviving corporation, shall remain unchanged in the hands of the holders thereof as outstanding shares of the surviving corporation.

(b) No cash or other consideration shall be paid or delivered for the shares of THREE STEPS UP, INC. and the certificates for such shares shall be converted into shares of THREE STEPS UP, INC. at the rate of one share for each one share of the surviving corporation.

(c) The certificate of incorporation and by-laws of THREE STEPS UP, INC. shall remain unchanged until amended or changed as provided therein or as provided by law. The officers and directors of THREE STEPS UP, INC. shall remain as the officers and directors of the surviving corporation.

(d) All the property, real or personal; rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action and every other asset of THREE STEPS UP, INC. shall be transferred to, vest in and devolve upon THREE STEPS UP, INC., the surviving corporation, without further act or deed and every interest of the surviving corporation and THREE STEPS UP, INC. shall be as effectively the property of the surviving corporation as they were of the surviving corporation and THREE STEPS UP, INC.

(e) The surviving corporation shall assume and be liable for all the liabilities, obligations and royalties of THREE STEPS UP, INC.

4. The Plan of Merger shall be submitted to the shareholders of THREE STEPS UP, INC. for their approval and to the shareholders of THREE STEPS UP, INC. for their approval.

5. The effective date in the State of Florida of the merger herein provided shall be the date the Certificate of Merger is filed by the Department of State.