

P08000030734

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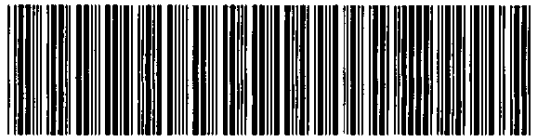
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09 SEP - 1 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Morgan  
9/9/09  
De

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Smoke Anywhere USA, 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:

Adam Laufer

Contact Person

Firm/Company

4401 NW 167th St

Address

Miami Gardens, FL 33055

City/State and Zip Code

dan@ingear.com

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

For further information concerning this matter, please call:

Adam Laufer

Name of Contact Person

At ( 305 )

206-5787

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)

FILED  
09 SEP - 1 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)
<u>Smoke Anywhere USA, Inc.</u>	<u>Florida</u>	<u>P08000030734</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Smoke Holdings, Inc.</u>	<u>Florida</u>	<u>P09000071399</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** 09/01/2009 (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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 08/26/2009 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 06/17/2009.

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)

Typed or Printed Name of Individual & Title

**Kevin Frija, Director**

Jeffrey Holman, 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

Smoke Anywhere USA, Inc.

Florida

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

Name

Jurisdiction

Smoke Holdings, Inc.

Florida

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

The merger is effected as a reverse triangular merger, the effect of which is the acquisition of Smoke Anywhere USA, Inc. by Miller Diversified, Inc. through the merger of Miller Diversified's wholly owned subsidiary, Smoke Holdings, Inc. and Smoke Anywhere USA, Inc.

**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:

At the Closing, (i) 100% of the issued and outstanding common stock of Smoke Anywhere USA (the "SMOKE Common Stock"), constituting all of the issued and outstanding shares of SMOKE Common

*(Attach additional sheets if necessary)*

**Fourth: (Cont.)**

Stock, shall be extinguished, (ii) each share of stock of Smoke Holdings issued and outstanding shall be extinguished and in substitution for the full number of shares of Smoke Holdings held by it, Miller Diversified, Inc. (MILR) shall receive 100 shares of Smoke Anywhere USA authorized but unissued Common Stock (iii) MILR shall issue to the SMOKE shareholders (the greater of 20,670,000) validly issued, fully paid, and non-assessable, shares of common stock of MILR or that number of shares that shall result in ownership of eighty-two and sixty-eight hundredths percent (82.68%) of the outstanding shares of common stock of MILR, 20,670,000 of the MILR shares of Common Stock to be issued to the SMOKE Shareholders shall be from the MILR's authorized but unissued shares, and 2,074,640 of the MILR shares of Common Stock shall be loaned to MILR by Vapeco Holdings and then reissued by MILR in the Merger.