

AUG. 4 2008

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NO. 095

p. 1 of 1

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8/31/08

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

FLASHVIC, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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Merger  
8/5/08

**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)
FlashVIC, Inc.	Florida	P08000052748

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FlashVIC, Inc.	New York	

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 / 31 / 08 (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 08/03/08.

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 08/03/08.

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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TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

FlashVIC, Inc. (FL)

Q M

**Christian D. Gordon, President**

FlashVIC, Inc. (NY)

am

**Christian D. Gordon, President**

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

**Pursuant to the provisions of section 607.1006, Florida Statutes, FlashVIC, Inc., a Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:**

**Article II Principal Office shall be:**

**"200 Leslie Drive, Suite 1018, Hallandale Beach, FL 33009"**  
**with a space between the words "Drive" and "Suite".**

**Article V Initial Officers And/Or Directors shall be:**

**"Christian D. Gordun, President"**

**The name and title of the Vice-President & Secretary, Blasa Gordun, should be removed.**

### **PLAN OF MERGER**

Plan of Merger dated August 3, 2008 by and between FlashVIC, Inc., a New York corporation (hereinafter called "Oldco") and FlashVIC, Inc., a Florida corporation (hereinafter called "Newco").

#### **WHEREAS:**

1. The Boards of Directors of Oldco and Newco have resolved that Oldco be merged and pursuant to the Business Corporation Law of the State of New York and the Business Corporation Law of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, Newco, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
2. The authorized capital stock of Oldco consists of 200 shares of Common Stock with no par value (hereinafter called "Oldco Common Stock"), of which 200 shares are issued and outstanding;
3. The authorized capital stock of Newco consists of 1,000 shares of Common Stock with no par value (hereinafter called "Newco Common Stock"), 0 shares of which are issued and outstanding; and
4. The respective Boards of Directors of Oldco and Newco have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Business Corporation Law of the State of New York and the Business Corporation Law of the State of Florida that Oldco shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Newco, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

#### **1. Stockholders' Meetings; Filings; Effects of Merger**

1.1 Oldco Stockholders' Meeting. Oldco shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of New York at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by Oldco as Sole Stockholder of Newco. On or before August 31, 2008, Oldco, as the sole stockholder of Newco, shall adopt this Agreement in

accordance with the Business Corporation Law of the State of Florida.

**1.3 Filing of Articles of Merger and Certificate of Merger, Effective Date.** If (a) this Agreement is adopted by the stockholders of Oldco in accordance with the Business Corporation Law of the State of New York, (b) this Agreement has been adopted by Oldco as the sole stockholder of Newco, in accordance with the Business Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then an Articles of Merger shall be filed and recorded in accordance with the Business Corporation Law of the State of Florida and a Certificate of Merger shall be filed in accordance with the Business Corporation Law of the State of New York. Such filings shall be made on the same day. The Merger shall become effective on August 31, 2008, which date and time are herein referred to as the "Effective Date."

**1.4 Certain Effects of Merger.** On the Effective Date, the separate existence of Oldco shall cease, and Oldco shall be merged into Newco which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Oldco; and all and singular, the rights, privileges, powers, and franchises of Oldco, and all property, real, personal, and mixed, and all debts due to Oldco on whatever account, as well for stock subscriptions and all other things in action or belonging to Oldco, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Oldco, and the title to any real estate vested by deed or otherwise, under the laws of Florida or New York or any other jurisdiction, in Oldco, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Oldco shall be preserved unimpaired, and all debts, liabilities, and duties of Oldco shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Oldco or the corresponding officers of the Surviving Corporation, may, in the name of Oldco, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Oldco's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

## **2. Name of Surviving Corporation: Certificate of Incorporation: By-Laws**

**2.1 Articles of Incorporation.** The Articles of Incorporation of Newco as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law except that:

Article SECOND shall be amended so that the address of the Surviving Corporation shall be:

FlashVIC, Inc.  
200 Leslie Drive Suite 1018  
Hallandale Beach, FL 33009

and,

Article FIFTH shall be amended so that the sole director of the Surviving Corporation shall be:

Christian Gordun, President

It is further agreed that these are corrections to the original Articles of Incorporation of the Surviving Corporation rather than changes.

2.2 By-Laws. The By-Laws of Newco, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

### 3. Status and Conversion of Securities

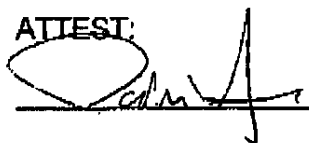
The manner and basis of converting the shares of the capital stock of Oldco and the nature and amount of securities of Newco which the holders of shares of Oldco Common Stock are to receive in exchange for such shares are as follows:

3.1 Oldco Common Stock. Each one share of Oldco Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into five fully paid shares of Newco Common Stock, and outstanding certificates representing shares of Oldco Common Stock shall thereafter represent shares of Newco Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Newco Common Stock Held by Oldco. All issued and outstanding shares of Newco Common Stock held by Oldco immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

IN WITNESS WHEREOF, this Agreement has been executed by Oldco and Newco, Inc. all on the date first above written.

ATTEST:



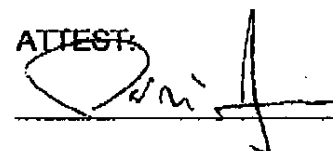
FlashVIC, Inc. - Newco (Florida)

By:



President

ATTEST:



FlashVIC, Inc. - Oldco (New York)

By:



President