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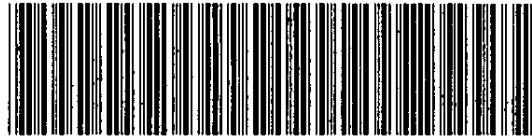
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

SP

7/8/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Absolute Trading Corp.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Lourdes Marin, Esq.

(Contact Person)

Lourdes Marin, P.A. Attorney At Law

(Firm/Company)

6600 Cow Pen Road, Suite 205

(Address)

Miami Lakes, Florida 33014

(City/State and Zip Code)

For further information concerning this matter, please call:

Lourdes Marin, Esq.

(Name of Contact Person)

At (305) 819-9000

(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)

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>Absolute Trading Corp.</u>	<u>Florida</u>	<u>P08000061970</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Absolute International Trading Corp.</u>	<u>Florida</u>	<u>P07000128016</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 / / (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 June 14, 2008

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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 14, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

Typed or Printed Name of Individual & Title

Absolute Trading Corp.

Nieves Kobiakov, President/Director

Nieves Kobiakov, President/Director

This is a Plan of Merger (this "Plan of Merger") pursuant to which ABSOLUTE INTERNATIONAL TRADING CORP., a Florida corporation ("AITC"), shall be merged into ABSOLUTE TRADING CORP., a Florida corporation ("ABSOLUTE").

BACKGROUND INFORMATION

The board of directors of each of AITC and ABSOLUTE has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that AITC be merged into ABSOLUTE, at the conclusion of which ABSOLUTE shall remain as the surviving or resulting entity and the corporate existence of AITC shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this Plan of Merger and ABSOLUTE has recommended the adoption of the Plan of Merger and its underlying transactions to the shareholders of ABSOLUTE. Accordingly, the merger shall be effected as follows:

OPERATIVE PROVISIONS

1. **Merger.** In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), AITC shall be merged with and into ABSOLUTE (the "Merger"), and ABSOLUTE shall constitute the surviving and resulting corporation of such Merger (hereinafter ABSOLUTE sometimes may also be referred to as the "Surviving Corporation"). The separate and corporate existence of AITC shall cease and ABSOLUTE shall continue its corporate existence pursuant to the laws of Florida.
2. **Effective Date.** The Merger shall become effective on the date of filing Articles of Merger with the Florida Secretary of State (the "Effective Date").
3. **Surviving Corporation.** The Surviving Corporation shall possess and retain every interest in all of its assets and property of every description. The rights, privileges, immunities powers, franchises and authority of a public as well as private nature of AITC shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by AITC shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.
4. **Obligations.** All obligations belonging to or due to AITC shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of AITC existing as of the Effective Date.
5. **Terms of the Merger.**
 - a. **Capital Stock of Merger Sub.** Upon the Effective Date of the Merger, each issued and outstanding share of capital stock of AITC shall be converted into and become one validly issued, fully paid and nonassessable share of common stock of ABSOLUTE, \$0.10 par value per share ("ABSOLUTE Common Stock").

b. Cancellation of Treasury Stock. All shares of ABSOLUTE and/or AITC Common Stock that are owned directly or indirectly by ABSOLUTE and/or AITC as treasury stock, if any, shall be cancelled and retired and shall cease to exist and no payment shall be made with respect thereto.

c. Conversion of ABSOLUTE Common Stock. Each issued and outstanding share of ABSOLUTE Common Stock shall be converted into the right to receive the Per Share Merger Consideration and any cash in lieu of fractional shares of common stock, \$.0001 par value per share, of AITC (the "AITC Common Stock"), to be issued or paid in consideration therefor. As of the Effective Date, all such shares of ABSOLUTE Common Stock shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto, except the right to receive with respect to each share represented thereby the Per Share Merger Consideration and any cash in lieu of fractional shares of AITC Common Stock to be issued or paid in consideration therefor upon the surrender of such certificate, without interest.

d. Fractional Shares. No fractional shares have been issued for either corporation, ever.

e. Stock Options.

(i) At or immediately before the Effective Date, no option to purchase shares of either Corporation's Common Stock have ever been granted or issued, nor do stock options or such compensation plans for either Corporation exist.

6. Articles of Incorporation; By-Laws. The Articles of Incorporation and By-Laws of ABSOLUTE in effect immediately prior to the Effective Date shall become the Articles of Incorporation and By-Laws of the Surviving Corporation. m

7. Directors and Officers. The persons serving as directors of AITC immediately prior to the Effective Date (i.e. Nieves Kobiakov), shall serve as the directors of the Surviving Corporation after the Effective Date, and the persons serving as officers of ABSOLUTE immediately prior to the Effective Date (i.e., Nieves Kobiakov and Carlos Lluna) shall, after the Effective Date, serve as officers of the Surviving Corporation, in each case such directors and officers to hold office until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation, or their earlier death, resignation or removal. Specifically, said officers are: Nieves Kobiakov, President/Director, whose mailing address is 8140 NW 74th Avenue, Unit 9, Medley, Florida 33166; and Carlos Lluna, Vice President, whose mailing address is 9117 Froude Avenue, Surfside, Florida 33154