

PO8000062462

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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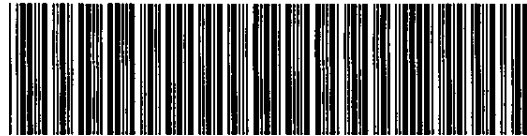
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

DEC 31 2012

T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: M.C. Labor Express 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:

Walter G. Santos, Esq.

Contact Person

Santos Law Firm, P.L.

Firm/Company

8810 Commodity Circle, Unit 8

Address

Orlando, FL 32819

City/State and Zip Code

santoslawfirm@gmail.com

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

For further information concerning this matter, please call:

Walter G. Santos, Esq.

Name of Contact Person

At (407)

447-9090

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

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

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.)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/18/2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/18/2012

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)

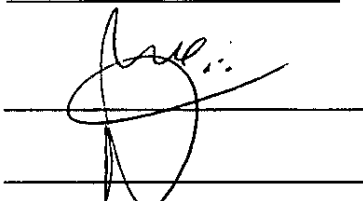
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

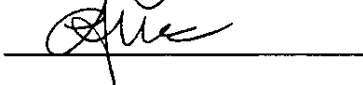
Typed or Printed Name of Individual & Title

M.C. Labor Express Corp.



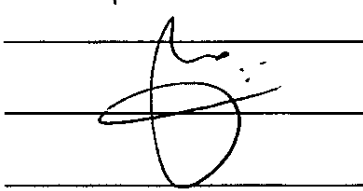
Celso Pedrosa de Melo, President and
80% Shareholder

M.C. Labor Express Corp.



Maria Lemos Pedrosa, Secretary and
20% Shareholder

Labor Express Corporation



Celso Pedrosa de Melo, President
and 100% Shareholder

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PLAN OF MERGER

Plan of merger dated November 16, 2012, between M.C. LABOR EXPRESS CORP., hereinafter referred to as the "surviving corporation," and LABOR EXPRESS CORPORATION, hereinafter referred to as the "absorbed corporation."

WHEREAS, M.C. LABOR EXPRESS CORP. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 6923 Narcoossee Road, Suite 613, Orlando, Florida, 32822, and

WHEREAS, LABOR EXPRESS CORPORATION is a corporation organized and existing under the laws of the State of Florida with its principal office at 5716 International Drive, Orlando, Florida, 32819; and

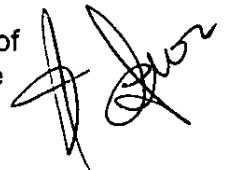
WHEREAS, The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that LABOR EXPRESS CORPORATION be merged into M.C. LABOR EXPRESS CORP. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business CORPORATION Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** LABOR EXPRESS CORPORATION shall merge with and into M.C. LABOR EXPRESS CORP., which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares, [rights, obligations, and other securities] of the surviving corporation is as follows: Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have



been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

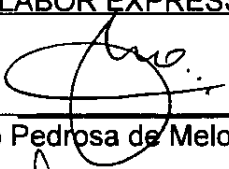
7. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 18, 2012, or at such other time as to which the boards of directors of the constituent corporations may agree.

8. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

9. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

M.C. LABOR EXPRESS CORP.

By 
Celso Pedrosa de Melo, President


Attest:


Maria Lemos Pedrosa, Secretary

LABOR EXPRESS CORPORATION

By 
Celso Pedrosa de Melo, President

Attest:


Maria Lemos Pedrosa, Secretary

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)
M.C. Labor Express Corp.	Florida	P08000062462

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
M.C. Labor Express Corp.	Florida	P08000062462
Labor Express Corporation	Florida	P97000086525
_____	_____	_____
_____	_____	_____
_____	_____	_____

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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 12/18/2012.

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 12/18/2012.

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

80% Shareholder

Maria Lemos Pedrosa, Secretary and

20% Shareholder

Celso Pedrosa de Melo, President

and 100% Shareholder

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A handwritten signature in black ink, appearing to be "J. Dur", is located at the bottom right of the page.

been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

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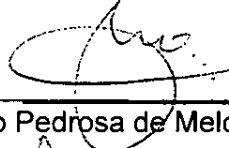
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M.C. LABOR EXPRESS CORP.

By 
Celso Pedrosa de Melo, President

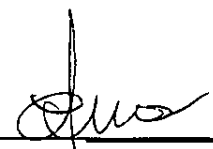
Attest:


Maria Lemos Pedrosa, Secretary

LABOR EXPRESS CORPORATION

By 
Celso Pedrosa de Melo, President

Attest:


Maria Lemos Pedrosa, Secretary