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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Celitler, Inc.

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ARTICLES OF MERGER
OF
CELITIER, INC.
(SURVIVING DOMESTIC CORPORATION)

AND
CELITIER S.A., INC.
(TERMINATING FOREIGN CORPORATION)

FILED
08 SEP 15 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Secretary of State
State of Florida

The following articles of merger are being submitted in accordance with section(s) 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Celitier, Inc. 2627 S. Bayshore Drive, #1906 Miami, FL 33133	Florida	profit corporation

Florida Document/Registration Number: P08000084088 FE1 Number: 59-1980599

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Celitier S.A., Inc. 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Panama	profit corporation

Florida Document/Registration Number: P35858 FE1 Number: 59-1980599

THIRD: The Plan of Merger is attached hereto and made a part hereof.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with Florida Department of State.

(CCHQ000020105771)

FIFTH: Adoption of Merger by the Surviving Corporation:

The Plan of Merger was approved by a majority of the shareholders of the Surviving Corporation on September 11, 2008, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Surviving corporation on September 11, 2008.

SIXTH: Adoption of Merger by the Merging Corporation:

The Plan of Merger was approved by a majority of the shareholders of the Merging Corporation on September 11, 2008, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Corporation on September 11, 2008.

SEVENTH: SIGNATURE(S) FOR EACH CORPORATION:

Dated: September 11, 2008.

Celitier, Inc., a Florida corporation

By: 

Mariella Kronfle,
President

Celitier S.A., Inc., a Panamanian corporation

By: 

Mariella Kronfle,
President

PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the **surviving** corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Celitier, Inc. 2627 S. Bayshore Drive, #1906 Miami, FL 33133	Florida	profit corporation

Florida Document/Registration Number: P08000084088

FEI Number: 59-1980599

SECOND: The name, address of its principal office, jurisdiction, and entity type for each **merging** corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Celitier S.A., Inc. 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Panama	profit corporation

Florida Document/Registration Number: P35858

FEI Number: 59-1980599

THIRD: The terms and conditions of the merger are as follows:

1. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

2. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

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All liabilities of the merging company shall become the responsibility of the surviving company.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation, 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:

Each issued share of the merging (terminating) corporation shall, at the effective time of the merger, be canceled. The issued shares of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving company.

Dated: September 11, 2008.

Celitier, Inc., a Florida corporation

By: 

Mariella Kronfle,
President

Celitier S.A., Inc., a Panamanian corporation

By: 

Mariella Kronfle,
President

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