

P09000001385

(Requestor's Name)

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(Business Entity Name)

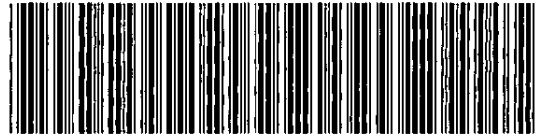
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**NOVAK & BUCCHI, P.L.L.C.**  
ATTORNEYS AND COUNSELLORS  
PROFESSIONAL LIMITED LIABILITY COMPANY  
3221 WEST BIG BEAVER ROAD, SUITE 222  
TROY, MICHIGAN 48064

RICHARD A. NOVAK, JR.  
E-MAIL: [ranjr@novakbucchi.com](mailto:ranjr@novakbucchi.com)  
MARK P. BUCCHI  
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TELEPHONE (248) 282-1150  
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February 2, 2009

Florida Dept of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

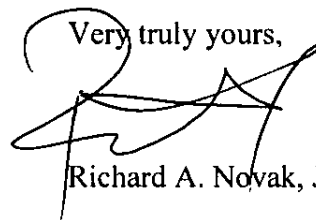
RE: Articles and Plan of Merger:  
Vogue International Inc., a Florida corporation – P09000001385  
(Surviving Corporation)

Vogue International Inc., a Michigan corporation – 24932C  
(Merging Corporation)

Greetings:

Enclosed for filing are two (2) copies of Articles of Merger and related Plan of Merger for the above referenced corporations. Also enclosed is a check payable to Florida Department of State in the amount of \$78.75 (\$35.00 for each corporation and \$8.75 for certified copy). Please file the documents and return all correspondence and filed documents to me. Please call me with any questions you may have. Thank you.

Very truly yours,



Richard A. Novak, Jr.

RAN/cb

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Vogue International 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:

Richard A. Novak, Jr.

(Contact Person)

Novak & Bucchi, PLLC

(Firm/Company)

3221 W. Big Beaver Rd., Suite 222

(Address)

Troy, MI 48084

(City/State and Zip Code)

For further information concerning this matter, please call:

Richard A. Novak, Jr.

(Name of Contact Person)

At ( 248 ) 282-1150

(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><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| Vogue International Inc. | Florida             | P09000001385                                     |

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

| <u>Name</u>              | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| Vogue International Inc. | Michigan            | 24932C   |

**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 January 29, 2009

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 January 29, 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)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

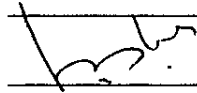
Vogue International Inc.



Bhupendra Shah, President

(Florida Corp.)

Vogue International Inc.



Bhupendra Shah, President

(Michigan Corp.)

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## **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:

| <u>Name</u>                     | <u>Jurisdiction</u> |
|---------------------------------|---------------------|
| <u>Vogue International Inc.</u> | <u>Florida</u>      |

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

| <u>Name</u>                     | <u>Jurisdiction</u> |
|---------------------------------|---------------------|
| <u>Vogue International Inc.</u> | <u>Michigan</u>     |
| <u> </u>                        | <u> </u>            |
| <u> </u>                        | <u> </u>            |
| <u> </u>                        | <u> </u>            |
| <u> </u>                        | <u> </u>            |

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

Vogue International Inc. (the Michigan Corporation - "Merging Corporaton") shall merge with and into Vogue International Inc. (the Florida Corporation - "Surviving Corporation"). Vogue International Inc. (the Florida Corporation) shall be the surviving corporation. The Surviving Corporation will be responsible for all liabilities of the Merging Corporation and shall succeed to all of the assets and rights of the Merging Corporation. The merger shall be effective upon filing the Articles of Merger and Plan of Merger with the Florida Department of State.

**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:

See Attachment

*(Attach additional sheets if necessary)*

**Plan of Merger**

**Attachment to Article Fourth,**

**Vogue International Inc., a Florida corporation (Surviving Corporation)**

**Vogue International Inc., a Michigan corporation (Merging Corporation)**

**Fourth: (Continued)**

The Surviving Corporation has 10,000 authorized shares, with 100 shares issued and outstanding. The Merging Corporation has 100 authorized shares, with 100 shares issued and outstanding. The issued and outstanding shares of both corporations are owned by the same individuals in the same amounts. The issued and outstanding shares of the Surviving Corporation shall continue in existence without change. The issued and outstanding shares of the Merging Corporation shall be deemed retired and cancelled.