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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

SJM Partners, Inc.

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ARTICLES OF MERGER
(Profit Corporations)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
SJM Partners, Inc.	Florida	FO9000015272

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
SJM Partners, Inc.	Maryland	

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 April 30, 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 April 30, 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

SJM Partners, Inc.

John J. Garcia

Stephen J. Garchik, President

SJM Partners, Inc.

Don J. Guevara

Stephen J. Garchik, President

**PLAN OF MERGER
OF
SJM PARTNERS, INC.
(a Maryland corporation)
AND
SJM PARTNERS, INC.
(a Florida corporation)**

PLAN OF MERGER, effective as of April 30, 2009, by and between SJM Partners, Inc., a business corporation of the State of Maryland ("SJM Maryland"), and SJM Partners, Inc., a business corporation of the State of Florida ("SJM Florida").

WHEREAS, SJM Maryland is a business corporation of the State of Maryland;
and

WHEREAS, SJM Florida is a business corporation of the State of Florida;

WHEREAS, SJM Maryland and SJM Florida, acting through their respective Boards of Directors, deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholder to merge SJM Maryland with and into SJM Florida pursuant to the applicable provisions of the Maryland General Corporation Law (the "Maryland Law") and the Florida Business Corporation Act (the "Florida Act") upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, this Plan of Merger (the "Plan of Merger") and the terms and conditions hereof and the merger contemplated hereby are agreed to as follows:

1. SJM Maryland and SJM Florida shall, pursuant to the provisions of the Maryland Law and the provisions of the Florida Act, be merged with and into a single corporation (the "Merger"), to wit, SJM Florida, which shall be the surviving corporation from and after the effective time of the Merger, and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the Florida Act. The separate existence of SJM Maryland, which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease at the said effective time of the Merger in accordance with the provisions of said laws.

2. The Articles of Incorporation of the Surviving Corporation at the effective time of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, and said Articles of Incorporation shall 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 Act.

3. The Bylaws of the Surviving Corporation at the effective time of the Merger shall continue to be the Bylaws of the Surviving Corporation, and said Bylaws shall 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 Act.

4. The directors and officers of the Surviving Corporation at the effective time of the Merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be converted into one (1) share of stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the Merger shall continue to represent one issued share of the Surviving Corporation.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the Terminating Corporation for its approval or rejection in the manner prescribed by the provisions of the Maryland Law and to the sole shareholder of the Surviving Corporation in the manner prescribed by the provisions of the Florida Act.

7. In the event that the Plan of Merger shall have been approved by the sole shareholder of the Terminating Corporation and the Merger shall have been authorized by its duly adopted resolution in the manner prescribed by the provisions of the Maryland Law, and in the event that the Plan of Merger shall have been approved by the sole shareholder of the Surviving Corporation in compliance with the provisions of the Florida Act, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Maryland and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

8. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes of the Terminating Corporation required by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

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

10. The Boards of Directors and the proper officers of the undersigned Corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

(The remainder of this page has been intentionally left blank. The signature page follows.)

IN WITNESS WHEREOF, this Plan of Merger is hereby signed by an authorized officer on behalf of the undersigned constituent corporations.

SJM PARTNERS, INC.

Date: April 30, 2009

By: Stephen J. Garchik
Name: Stephen J. Garchik
Title: President

SJM PARTNERS, INC.

Date: April 30, 2009

By: Stephen J. Garchik
Name: Stephen J. Garchik
Title: President