

**P090000021623**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H11000155975 3)))



H110001559753ABC1

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : GREENBERG TRAURIG (ORLANDO)  
Account Number : 103731001374  
Phone : (407) 418-2435  
Fax Number : (407) 420-5909

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
15 SECONDS OF FAME INC.**

Certificate of Status	1
Certified Copy	1
Page Count	98 10
Estimated Charge	\$87.50

**FILED**  
2011 JUN 15 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

TBrown 6-16-11



June 14, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

15 SECONDS OF FAME INC.  
3810 MURRELL ROAD  
#215  
ROCKLEDGE, FL 32955

SUBJECT: 15 SECONDS OF FAME INC.  
REF: P09000021623

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H11000155975  
Letter Number: 011A00014438

RECEIVED  
11 JUN 15 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

JUN. 15. 2011 11:45AM  
000-017-6001

GREENBERG TRAURIG  
6/15/2011 9:50:02 AM PAGE 1/001 Fax Server

NO. 794 P. 2



June 13, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

15 SECONDS OF FAME INC.  
3810 MURRELL ROAD  
#215  
ROCKLEDGE, FL 32955

SUBJECT: 15 SECONDS OF FAME INC.  
REF: P09000021623

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Both corporate names should be listed as filed with Division of Corporations.

The name of the entity must be identical throughout the document.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: E11000155975  
Letter Number: 011A00014320

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER**

of

**15 SECONDS OF FAME INC.**  
(a Florida corporation)

and

**15SOF INC.**  
(a Florida corporation)**FILED**  
2011 JUN 15 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act (the "Act"), the undersigned domestic corporations adopt the following Articles of Merger:

**FIRST:** Attached hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "Plan") for merging **15 SECONDS OF FAME INC.** with and into **15SOF INC.** (the "Merger"). Pursuant to the Plan, the surviving corporation as a result of the Merger shall be **15 SECONDS OF FAME INC.**, and upon the Merger becoming effective the name of the effective corporation shall be **15 SECONDS OF FAME INC.**

**SECOND:** Pursuant to the provisions of the Act, **15 SECONDS OF FAME INC.** will continue in existence as the surviving corporation under the name **15 SECONDS OF FAME INC.**, as provided in the Plan.

**THIRD:** The Plan was approved and adopted by all appropriate shareholder and board of director action of **15 SECONDS OF FAME INC.**, by written consent dated as of June 1, 2011 in accordance with the provisions of the Act; and the Plan was approved and adopted by all appropriate shareholder and board of director action of **15SOF INC.**, by written consent dated as of June 1, 2011 in accordance with the provisions of the Act.

**FOURTH:** The Merger contemplated hereby shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

[Signature page follows]

**IN WITNESS WHEREOF**, each of the undersigned corporations has caused these Articles of Merger to be executed on its behalf as of June 1, 2011.

**15 SECONDS OF FAME INC.**  
a Florida corporation.

By:

Name:

Title:

*[Signature]*  
Name: John Bonacore  
Title: President

**1550F INC.**, a Florida corporation

By:

Name:

Title:

*[Signature]*  
Name: John Bonacore  
Title: President

JUN. 15. 2011 11:46AM

GREENBERG TRAURIG

NO. 794 P. 6

**EXHIBIT A**

**Agreement and Plan of Merger**

### **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 1<sup>st</sup> day of June, 2011, by and between 15SOF Inc., a Florida corporation ("SOF") and 15 Seconds of Fame Inc., a Florida corporation ("15" or the "Surviving Corporation") and collectively with SOF, the "Corporations", with SOF merging with and into 15, such that the separate existence of SOF shall cease and 15 shall continue as the surviving corporation (the "Merger").

### **RECITALS:**

WHEREAS, the Boards of Directors of the Corporations deem it advisable and in the best interests of the Corporations to merge the Corporations.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

### **ARTICLE I** **MERGER**

1.1 The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the relevant provisions of the Florida Business Corporation Act ("FBCA"), 15 shall be merged with and into SOF. Following the Merger, 15 shall continue as the surviving corporation and shall continue its existence under the laws of the Florida, and the separate corporate existence of SOF under the laws of the State of Florida shall cease.

1.2 Effective Date and Effective Time. Articles of Merger with respect to the Merger shall be executed, delivered and filed with the Secretary of State of the State of Florida in accordance with the provisions of the FBCA. The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the date and time of the Merger being referenced to herein as the "Effective Date" and the "Effective Time," respectively).

1.3 Effect of the Merger. At the Effective Time and without any further action on the part of the Surviving Corporation, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, of each of the Corporations, and be subject to all the restrictions, disabilities and duties of each of the Corporations so merged; and all of the rights, privileges, powers and franchises of each of the Corporations, and all property, real, personal and mixed, and all debts due to either of the Corporations on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Corporations; and the title to any real estate, vested by deed or otherwise, under the laws of the State of Florida or otherwise, in either of the Corporations, shall not revert or in any way be impaired by reason of the Merger; provided, that all debts, liabilities and duties of the Corporations, and all rights of creditors and all liens upon any property of either of the Corporations shall thenceforth attach to

the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

1.4 Articles of Incorporation and Bylaws of Surviving Corporation. From and after the Effective Time, the Articles of Incorporation of SOF as amended in the manner set forth in Section 1.4(b) (the "Articles"), and the bylaws of SOF in effect immediately prior to the Effective Time, shall be the Amended and Restated Articles and bylaws, respectively, of the Surviving Corporation, unless and until altered, amended or repealed as provided in the Articles or such bylaws. The Amended and Restated Articles are attached hereto as Exhibit A.

1.5 Directors and Officers of Surviving Corporation. The directors and officers of SOF immediately prior to the Effective Time shall resign and the directors and officers of 15 immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation and will hold such office from the Effective Time until their respective successors are duly elected and qualified in the manner provided in the Certificate and bylaws of the Surviving Corporation, or as otherwise provided by law.

## ARTICLE II CONVERSION AND EXCHANGE OF SECURITIES

2.1 Conversion of Shares. At the Effective Time, each then outstanding share of common stock of 15 shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into shares of SOF's parent company's common stock.

## ARTICLE III MISCELLANEOUS

3.1 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida without regard to the conflicts of law rules thereof.

3.2 Headings. The headings in this Agreement are inserted for convenience only and shall not constitute a part hereof.

3.3 Severability. If any provision of this Agreement is held by a court of competent jurisdiction to be contrary to law, then the remaining provisions of this Agreement, as applicable, if capable of substantial performance, shall remain in full force and effect.

3.4 Third Party Beneficiaries. This Agreement is not intended to confer upon any other person or entity, other than the parties hereto, any rights or remedies.

3.5 Authorization. The Boards of Directors and the proper officers of the Corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to effectuate or consummate any of the provisions of this Agreement or of the Merger herein provided for.



3.6 Modification or Amendment. Subject to the applicable provisions of the FBCA, the parties hereto may modify or amend this Agreement by mutual written agreement executed and delivered by duly authorized officers or representatives of the respective parties.

3.7 Termination. This Agreement may be terminated and abandoned by the mutual consent of the Boards of Directors of the Corporations at any time before the Effective Date.

3.8 Dissents Rights. If applicable, shareholders of the Corporations who, except for the applicability of section 607.1104 of the FBCA, would be entitled to vote and who dissent from the merger pursuant to section 607.1321 of the FBCA, may be entitled, if they comply with the provisions of the FBCA regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

*[Signatures follow]*

**IN WITNESS WHEREOF**, each of the parties hereto has caused this Agreement and Plan of Merger to be executed on its behalf and attested by its officers thereunto duly authorized, all as of the date first above written.

15 Seconds of Fame Inc., a Florida corporation

By: 

Name

John Pannocasio

Title

President

1580F Inc., a Florida corporation

By: 

Name

John Pannocasio

Title

President

**Exhibit A**

**Amended and Restated Articles of Incorporation**

**(See Attached)**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
15 SECONDS OF FAME INC.**

The undersigned, being a natural person of legal age, desires to Amend and Restate the Articles of Incorporation for 15 Seconds of Fame Inc., a Florida corporation formed March 9, 2009 and assigned document number P09000021623.

**ARTICLE I**

**NAME**

The name of the Corporation shall be 15 SECONDS OF FAME INC. and the business address and location of the Corporation shall be 3810 Murrell Road, #215, Rockledge, Florida 32940.

**ARTICLE II**

**GENERAL PURPOSE OF CORPORATION**

Any and all lawful business.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares for which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Cent (\$0.01) per share.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall not change and is 1911 Fabien Circle, Melbourne, Florida 32940 and the name of the registered agent of this Corporation, which shall also not change, at that address is John Bonaccorso.

ARTICLE VDIRECTOR

This Corporation shall have 1 director. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders. The name and address of the director of this Corporation shall be:

JOHN BONACCORSO  
1911 Fabien Circle  
Melbourne, FL 32940

ARTICLE VIOFFICER

This Corporation shall have 1 officer. The number of officers may be increased or diminished from time to time by Bylaws adopted by the stockholders. The name, address and title of the officer of this Corporation shall be:

JOHN BONACCORSO - PRESIDENT  
1911 Fabien Circle  
Melbourne, FL 32940

ARTICLE VIIAMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Amended and Restated Articles of Incorporation does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto sets his hand and seal this 13<sup>th</sup> day of June, 2011.

*/s/ John Bonaccorso*

\_\_\_\_\_  
John Bonaccorso