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2014 MAR 21 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OR
3/21/14

THE LAW OFFICE OF RICHARD D. KATZ

999 Ponce De Leon Blvd., Suite 1020, Coral Gables, Florida 33134

Telephone: (305) 444-9806 · Telefax: (305) 446-0224

Email: rdkatzesq@gmail.com

March 18, 2014

Florida Department of State
2661 Executive Center Circle
Tallahassee, FL 32301

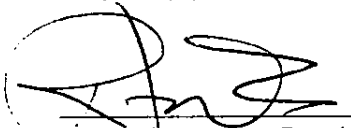
Re: Corporate Merger Filings

Dear Sir or Madam:

Enclosed please find Articles of Merger and Plan of Merger for filing. Also enclosed is my office check payable to Florida Department of State in the amount of \$113.75 for the filing, certified copy and certification.

If I omitted anything or you require anything else please contact me immediately.

Very truly yours,

A handwritten signature in black ink, appearing to be 'RDK', written over a horizontal line.

Richard D. Katz, Esquire

RDK/ew

encls.

**ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATION**

FILED

2014 MAR 21 PM 4:41

The following Articles of Merger are submitted to merge the following Florida Profit corporations in accordance with s. 607.1109, Florida Statutes, **FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA**

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Form/Entity Type</u>
<u>Drycleaners World, Inc.</u>	<u>Florida</u>	<u>S Corporation</u>
<u>A Cleaner World Dry Cleaners, Inc. Florida</u>		<u>S Corporation</u>

Second: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Form/Entity Type:</u>
<u>A Cleaner World Dry Cleaners, Inc. Florida</u>		<u>S Corporation</u>

THIRD: The attached plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated. **There are no other business entities.**

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: **January 1, 2014.**

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows: **Not Applicable.**

SEVENTH: The surviving party is **NOT** an out-of-state entity:

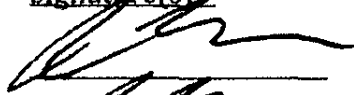
EIGHTH: Signatures for each Party:

Name of Entity:

Signature(s):

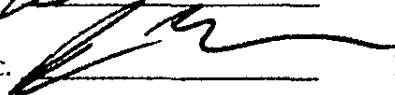
Printed Name:

Drycleaners World, Inc.



Ross Lipton, Pres

A Cleaner World Dry Cleaners, Inc.



Ross Lipton, Pres

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Form/Entity Type</u>
<u>Drycleaners World, Inc.</u>	<u>Florida</u>	<u>S Corporation</u>
<u>A Cleaner World Dry Cleaners, Inc.</u>	<u>Florida</u>	<u>S Corporation</u>

Second: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Form/Entity Type:</u>
<u>A Cleaner World Dry Cleaners, Inc.</u>	<u>Florida</u>	<u>S Corporation</u>

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

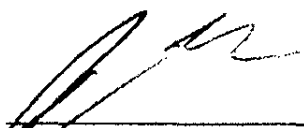
1. Drycleaners World, Inc. shall be merged with and into A Cleaner World Dry Cleaners, Inc. effective January 1, 2014. As a result of the Merger, the separate existence of Drycleaners World, Inc. shall cease and A Cleaner World Dry Cleaners, Inc. shall continue as the Surviving Corporation of the Merger.
2. The effect of the Merger shall be as provided in the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, at the time of the Merger, all of the property, rights, privileges, powers and franchises of Drycleaners World, Inc. and A Cleaner World Dry Cleaners, Inc. shall vest in the Surviving Corporation, A Cleaner World Dry Cleaners, Inc., and all debts, liabilities and duties of Drycleaners World, Inc. and A Cleaner World Dry Cleaners, Inc. shall become the debts, liabilities and duties of the Surviving Corporation, A Cleaner World Dry Cleaners, Inc.
3. At the time of the Merger, the Certificate of Incorporation and Bylaws of A Cleaner World Dry Cleaners, Inc., as in effect immediately prior to the Merger, shall be the Certificate of Incorporation and bylaws of the Surviving Corporation, A Cleaner World Dry Cleaners, Inc., until thereafter amended in accordance with applicable law.

4. The officers and directors of A Cleaner World Dry Cleaners, Inc. immediately prior to the Merger shall be the officers and directors of the surviving corporation, A Cleaner World Dry Cleaners, Inc.
5. As of the time of the Merger and without any action on the part of Drycleaners World, Inc. and A Cleaner World Dry Cleaners, Inc., each share of Drycleaners World, Inc. common stock issued and outstanding immediately prior to the effective date of the Merger shall be converted into one share of common, par value \$ 1.00 per share, of the Surviving Corporation, A Cleaner World Dry Cleaners, Inc.
6. As of the time of the Merger and without any action on the part of Drycleaners World, Inc. and A Cleaner World Dry Cleaners, Inc., each share of A Cleaner World Dry Cleaners, Inc. common stock issued and outstanding immediately prior to the effective date of the Merger shall be converted into one share of common, par value \$ 1.00 per share, of the Surviving Corporation, A Cleaner World Dry Cleaners, Inc..
7. It is intended by the parties hereto that the Merger shall constitute a reorganization within the meaning of Section 368(a) of the Code.

IN WITNESS WHEREOF, Drycleaners World, Inc. and A Cleaner World Dry Cleaners, Inc. have caused this Plan of Merger to be executed and delivered by their respective officers thereunto duly authorized.

Drycleaners World, Inc.

Dated: 1/1/14

By: 
Ross Lipton, President

A Cleaner World Dry Cleaners, Inc.

Dated: 1/1/14

By: 
Ross Lipton, President