

PO90000210673

(Requestor's Name)

(Address)

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(Business Entity Name)

(Document Number)

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08/12/10--01032--003 **43.75

09/20/10--01009--018 **70.00

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TALLAHASSEE, FLORIDA

D. BRUCE

SEP 21 2010

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 17, 2010

GARY A. GOLDSTEIN
3518 BROADWAY
WEST PALM BEACH, FL 33407

SUBJECT: BROWNIE'S WASTEWATER SOLUTIONS INC.
Ref. Number: P09000026673

We have received your document for BROWNIE'S WASTEWATER SOLUTIONS INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$35.00.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 610A00019709

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brownies Waste Water Solutions, Inc
Name of Surviving Party

Please return all correspondence concerning this matter to:

Gary A. Goldstein

Contact Person

Firm/Company

3518 Broadway

Address

West Palm Beach, Florida 33407

City, State and Zip Code

GAGPA@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gary Goldstein

Name of Contact Person

at (561)

373-0327

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

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>Vac and Jet Services, LLC</u>	<u>Florida</u>	<u>LLC</u> <u>LAO-95374</u>
<u>Brownies WasteWaterSolutions, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Brownies WasteWaterSolutions, Inc.</u>	<u>Florida</u>	<u>Corporation</u> <u>POA-20673</u>

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

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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.

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:

na

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:

na

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Vac and Jet Services LLC</u>	<u>Michael J. Ciarlone</u>	<u>Michael Ciarlone MGR</u>

<u>Brownies WasteWater Solutions</u>	<u>Michael J. Ciarlone</u>	<u>Michael Ciarlone President</u>
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Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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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>
Vac and Jet Services LLC	Florida	LLC
Brownies Waste Water Solutions	Florida	Corp.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Brownies Waste Water Solutions	Florida	Corporation

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

Vac and Jet Services LLC sold

100% of the respective membership interests and 100% of their assets to

Brownies Waste Water Solutions, Inc. Brownies acquired only the assets of

Vac and Jet and did not assume any liabilities.

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(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The assets of Vac and Jet Services LLC were sold to Brownies Waste Water

Solutions Inc. Brownies ONLY purchased certain ASSETS and did not assume
any liabilities of Vac and Jet Services LLC

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

1. A purchase agreement between Vac and Jet and Brownies Waste Water

Solutions Inc.

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

NA

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

NA

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NA

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Brownies Waste Water Solutions, Inc will file fictitious names to do business as

Vac and Jet.

(Attach additional sheet if necessary)

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