

PD9000027584

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

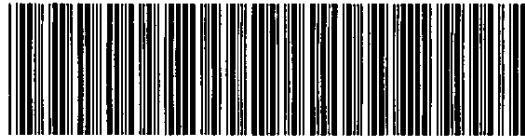
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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15 JUN 16 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

JUL - 6 2015

D CONNELL

The Milieu Corporation

P.O. Box 56613, Houston, Texas 77256

July 7, 2015

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Darlene Connell
Subject: Milieu Corp.
Reference Number: P09000027584

Dear Ms. Connell,

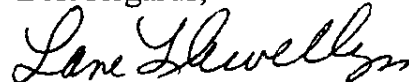
As per our conversation, please note the following explanation concerning the merger of the Espiritu Santo USA and The Milieu Corp.;

The original documents were filed last September 26, 2014 in your office. Unfortunately, an error was made in our office listing the jurisdiction as Texas. We have made the correction and resubmitted all documents with the \$100.00 fee correcting the jurisdiction to Florida. (Documents dated June 25, 2015)

Please let me know if I need to provide your office with additional information.

Thank you very much for all your help with this issue.

Best Regards,

A handwritten signature in cursive script, appearing to read "Lane Llewellyn".

Lane Llewellyn
Secretary/Treasurer



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2015

JOSEPH MUSTACHIA / THE MILIEU CORP.
PO BOX 56613
HOUSTON, TX 77256 US

SUBJECT: MILIEU CORP.
Ref. Number: P09000027584

We have received your document for MILIEU CORP. and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the merger cannot be prior to the date of filing with this office. You have October 31, 2014 for the effective date on the merger. Please correct the document accordingly.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 615A00013424

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Milieu Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joseph Mustachia

Contact Person

The Milieu Corporation

Firm/Company

P.O. Box 56613

Address

Houston, Texas 77256

City/State and Zip Code

milieu@sprynet.com

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

For further information concerning this matter, please call:

Joseph Mustachia

Name of Contact Person

At (281) 660-3266

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> (If known/ applicable)
Milieu Corp.	Florida	P0900002754

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Espiritu Santo USA, Inc.	Florida	P94000003642

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 10 / 31 / 2014 (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 09/23/2014 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 09/23/2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

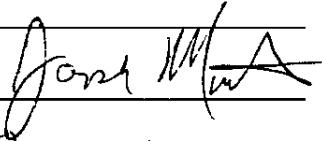
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Milieu Corp.



Joseph Mustachia/President

Espiritu Santo USA, Inc.



Lane Llewellyn/Secretary/Treasurer

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:

Name

Jurisdiction

Milieu Corp.

Florida

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

Name

Jurisdiction

Espiritu Santo USA, Inc.

Florida

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

Florida laws shall govern the surviving corporation. All purposes, powers and rights shall merge into the surviving corporation. All existing by-laws of the surviving corporation shall remain intact and unchanged. Accordingly, on the date of the merger the separated existence of Espiritu Santo USA, Inc. except in so far as continued by statute shall cease.

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:

(Attach additional sheets if necessary)

PLAN OF MERGER
(Non Subsidiaries)

Fourth: The shareholders of the non-surviving corporation shall receive the same amount of shares in the surviving corporation as they previously held in the non-surviving corporation and each share of the non-surviving corporation shall convert into one share of the surviving corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

On the merger date all property, real; personal and mixed and all debts due to either corporation; and all and every other interest or or belonging to either corporation shall be taken by and deemed transferred to and vested in the surviving corporation without further act or deed and all property and every other interest shall be effectually the property of the surviving corporation as it was of the non-surviving corporation; and title to any real estate or any interest whether vested by deed or otherwise in the non-surviving corporation shall not revert or in any way impaired by reason of the merger, provided that all rights of creditors and all property liens, shareholder loans; debts, obligations and duties shall attach to the surviving corporations as if said obligations had been incurred or contracted by it. The non-surviving corporation agrees to execute and deliver all deeds and instruments as the surviving corporation may deem necessary in order to vest in and confirm to the surviving corporation or its successors or assign title to and possession of all property and rights and otherwise carry out the intent and purposes of this agreement, thus also referring to Brokerage accounts, Bank accounts and Credit accounts held by the non-surviving corporation.