

P09000043852

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

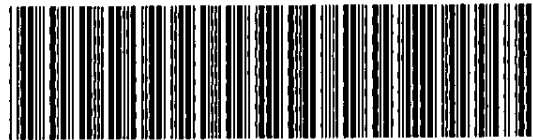
(Business Entity Name)

(Document Number)

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12/28/11--01031--025 \*\*78.75

EFFECTIVE DATE  
1-1-12

RECEIVED  
11 DEC 28 PM 1:04  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
11 DEC 28 PM 3:27  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

merger w/ N.C.  
C.COULLIETTE

DEC 29 2011

EXAMINER

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Prestige Distribution Services, Inc.

into

Prestige Circulation Management, Inc.

Signature \_\_\_\_\_

Requested by: SETH

12/27/11

Name

Date

Time

Walk-In

Will Pick Up

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ ✓ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ ✓ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF MERGER  
FOR  
FLORIDA PROFIT**

**PRESTIGE DISTRIBUTION SERVICES, INC.  
into  
PRESTIGE CIRCULATION MANAGEMENT, INC.**

**EFFECTIVE DATE**

1-1-12

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with s. 607.1109 of the 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>
PRESTIGE DISTRIBUTION SERVICES, INC.	Florida	Profit Corporation

**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>
PRESTIGE CIRCULATION MANAGEMENT, INC.	Florida	Profit Corporation

**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 Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The Plan of Merger is in accordance with the laws of the State of Florida, the jurisdiction under which the surviving party was formed.

**FIFTH:** If other than the date of filing, the effective date of the merger is:

Effective Date is January 1, 2012.

**SIXTH:** The surviving party is formed, and incorporated under the laws of Florida. The survivor's principal office address in its home state, country or jurisdiction is as follows:

6555 NW 9<sup>th</sup> Avenue  
Suite 206  
Fort Lauderdale, FL 33309 US  
(Broward County)

**SEVENTH:** PRESTIGE CIRCULATION MANAGEMENT, INC, the surviving party is a

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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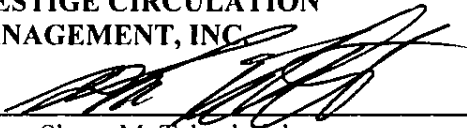
For Profit Florida corporation and is subject to the laws of the State of Florida.

**EIGHTH:** Signature(s) for Each Party:

APPROVED this the 23 day of December, 2012

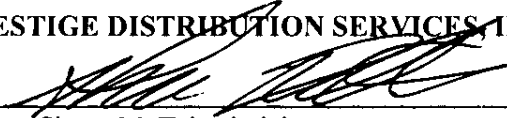
**PRESTIGE CIRCULATION  
MANAGEMENT, INC.**

By

  
Shane M. Tabachnick  
Sole Shareholder and Director

**PRESTIGE DISTRIBUTION SERVICES, INC.**

By

  
Shane M. Tabachnick  
Sole Shareholder and Director

**Attached:**

Plan of Merger, signed by merging and surviving entities as approved by the respective sole shareholder and director of Merging Entity and of Surviving Entity.

## **PLAN OF MERGER**

### **PRESTIGE CIRCULATION MANAGEMENT, INC. WITH PRESTIGE DISTRIBUTION SERVICES, INC.**

#### **AND**

### **AMENDMENT CHANGING THE NAME OF SURVIVING CORPORATION**

PRESTIGE CIRCULATION MANAGEMENT, INC. (hereinafter "PRESTIGE CIRCULATION"), through its sole shareholder, officer and director, Shane M. Tabachnick, and pursuant to Section 607.1101 of the Florida Statutes, and PRESTIGE DISTRIBUTION SERVICES, INC. (hereinafter "PRESTIGE DISTRIBUTION"), through its sole shareholder, officer and director, Shane M. Tabachnick, and pursuant to Section 607.1101 of the Florida Statutes, hereby adopt the following Plan of Merger:

1. **Merger.** Under the authority of Section 607.1101 of the Florida Statutes, PRESTIGE DISTRIBUTION, a Florida corporation, (the "Merging Entity"), will be merged with and into PRESTIGE CIRCULATION, a Florida corporation (the "Surviving Entity" or "Surviving Corporation"), which will be the surviving Florida corporation, pursuant to the terms and conditions of this Plan of Merger (the "Agreement").

(a) **Name of Parties to the Merger:**

**The Merging Entity:** The name of the domestic corporation to be merged is PRESTIGE DISTRIBUTION SERVICES, INC., a Florida corporation filed on July 01, 2011, Document Number P11000062104.

**The Surviving Entity:** The name of the Surviving Entity is PRESTIGE CIRCULATION MANAGEMENT, INC., a Florida corporation filed on May 14, 2009, Document Number P09000042852.

(b) **Terms and Conditions of the Merger:**

- (i) **Conversion of Stock in Merging Entity to Stock in Surviving Entity.** One Hundred percent (100%) of the stock of the Merging Entity will be converted into the ownership of 100% of the interest in Surviving Entity.
- (ii) **Effective Date.** The effective date of the merger (the "Effective Date") will be January 1, 2011. Prior to the Effective Date, Surviving Entity and Merging Entity will continue to conduct their respective businesses without material change and will not make any distributions or other dispositions of assets, capital or surplus, except in the ordinary course of business.

- (iii) Effect of Merger. The merger of Merging Entity with and into Surviving Entity will have the effects set forth in Section 607.11101 of the Florida Statutes, as follows:
- (1) The Merging Entity shall be merged into the Surviving Entity and the separate existence of the Merging Entity ceases to exist as of the Effective Date.
  - (2) The title to all real estate and other property, or any interest therein, owned by the Merging Entity is vested in the Surviving Entity without reversion or impairment.
  - (3) The Surviving Entity shall be responsible and liable for all the liabilities and obligations of the Merging Entity, including liabilities arising out of appraisal rights with respect to such merger under applicable law.
  - (4) Any claim existing or action or proceeding pending by or against the Merging Entity may be continued as if the merger did not occur or the Surviving Entity may be substituted in the proceeding for the Merging Entity which ceased existence.
  - (5) Neither the rights of creditors nor any liens upon the property of the Merging Entity shall be impaired by such merger.
- (iv) Ratification of Prior Acts. The Surviving Entity ratifies and approves any and all acts undertaken and obligations incurred by the Merging Entity prior to the merger.
- (v) Articles of Incorporation. On and as of the Effective Date, the current Articles of Organization of Surviving Entity will be the Articles of Organization of Surviving Entity, subject to amendment as provided by law.

- (c) The manner and basis of converting the shares of the Merging Entity into the interests of the Surviving Entity:

Shane M. Tabachnick is the sole (100%) shareholder of the Merging Entity, as well as the sole (100%) shareholder of the Surviving Entity and the sole (100%) shareholder of Merging Entity. Shane M. Tabachnick's 100% interest as the sole shareholder of Merging Entity will be converted into and exchanged for a 100% ownership interest in Surviving Entity, and following the merger he will continue to be the sole shareholder of Surviving Entity with a 100% ownership interest therein.

- (d) The Surviving Entity is a corporation incorporated under the laws of the State of Florida. Its sole shareholder, officer and director, is Shane M. Tabachnick whose business address is 6555 NW 9<sup>th</sup> Avenue, Suite 206, Fort Lauderdale, Florida 33309 USA. This Plan of Merger is in accordance with the laws of the State of Florida.

2. **Shareholder/Director Approval.** This Agreement will be submitted for approval to the shareholder and director of the Surviving Entity and the shareholder and director of Merging Entity as provided by the applicable laws for the States of Florida. If this Agreement is duly authorized and adopted by the requisite vote or written consent of such shareholders and directors, this Agreement will be executed and Articles of Merger incorporating the terms of this Agreement will be filed and recorded in accordance with the applicable laws of the State of Florida as soon as possible after the last approval by shareholder and director.

3. **Conducting Business Subsequent to Merger.** The Surviving Entity shall continue to be authorized to do business in the State of Florida and shall be subject to its laws.

4. **Compliance with laws of jurisdiction governing the Surviving Entity.** The Surviving Entity has complied with the laws of the State of Florida.

5. **Amendment Changing the Name of the Surviving Entity.** Upon approval of the shareholders and directors, the name of the Surviving Entity shall be changed to Prestige Circulation Services, Inc.

APPROVED this the 23 day of December, 2011

**PRESTIGE CIRCULATION  
MANAGEMENT, INC.**

By \_\_\_\_\_

Shane M. Tabachnick, President  
Sole Shareholder, Officer and Director

**PRESTIGE DISTRIBUTION SERVICES, INC.**

By \_\_\_\_\_

Shane M. Tabachnick, President  
Sole Shareholder, Officer and Director

**PRESTIGE DISTRIBUTION SERVICES, INC.**

**WRITTEN CONSENT OF THE SHAREHOLDERS AND  
BOARD OF DIRECTORS TO ACTION  
WITHOUT MEETING**

**TO APPROVE**

**PLAN of MERGER  
ARTICLES OF MERGER**

The undersigned, being the sole Shareholder and sole member of the Board of Directors of PRESTIGE DISTRIBUTION SERVICES, INC., a Florida corporation (the "Corporation"), does hereby take the following actions and adopt the following preambles and resolution by signing his written consent hereto in lieu of a meeting, pursuant to Section 607.1103 of the Florida statutes:

WHEREAS, the Corporation, for good business reasons discussed by and known to the shareholders and directors, desires to merge with PRESTIGE CIRCULATION MANAGEMENT, INC., a Florida corporation, effective January 1, 2012, pursuant to the applicable laws of the State of Florida, whereunder the Corporation will be the merging entity, and PRESTIGE CIRCULATION MANAGEMENT, INC., will be the surviving entity, and the Corporation shall and the separate existence of the Corporation shall cease; and

WHEREAS, the Corporation, as required by the applicable laws of the State of Florida, desires to adopt a Plan of Merger with respect to the transaction as described herein, and further desires to authorize filing of Articles of Merger with the Office of the Secretary of State for the State of Florida consistent with the Plan of Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation does hereby adopt the Plan of Merger attached hereto and incorporated fully herein by reference, for the purpose of complying with applicable Florida law and for setting forth the terms and conditions under which the Corporation's merger with PRESTIGE CIRCULATION MANAGEMENT, INC., as described above, shall be accomplished;

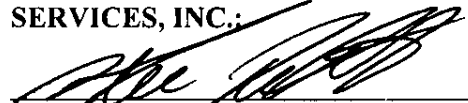
BE IT FURTHER RESOLVED, that the Corporation does hereby authorize the filing of Articles of Merger attached hereto with the Office of the Secretary of State for the State of Florida, consistent with the terms and conditions set forth in the attached Plan of Merger;



The undersigned hereby consents that the action set forth in the foregoing preambles and resolution shall have the same force and effect as if taken at a duly constituted meeting of the sole Shareholder and the Board of Directors of the Corporation, effective as of the date hereof, and direct that this document be filed with the minutes of the Corporation.

This document is dated and effective the 23 day of December, 2011.

**SOLE SHAREHOLDER  
and DIRECTOR of  
PRESTIGE DISTRIBUTION  
SERVICES, INC.:**

  
Shane M. Tabachnick

Attached:  
Plan of Merger  
Articles of Merger

**PRESTIGE CIRCULATION MANAGEMENT, INC.**

**WRITTEN CONSENT OF THE SHAREHOLDERS AND  
BOARD OF DIRECTORS TO ACTION  
WITHOUT MEETING**

**TO APPROVE**

**PLAN of MERGER**

**ARTICLES OF MERGER**

**AMENDMENT TO ARTICLES OF INCORPORATION**

**CHANGING NAME TO PRESTIGE CIRCULATION SERVICES, INC.**

The undersigned, being the sole Shareholder and sole member of the Board of Directors of PRESTIGE CIRCULATION MANAGEMENT, INC., a Florida corporation (the "Corporation"), does hereby take the following actions and adopt the following preambles and resolution by signing his written consent hereto in lieu of a meeting, pursuant to Section 607.1103 of the Florida statutes:

WHEREAS, the Corporation, for good business reasons discussed by and known to the shareholders and directors, desires to merge with PRESTIGE DISTRIBUTION SERVICES, INC., a Florida corporation, effective January 1, 2012, pursuant to the applicable laws of the State of Florida, whereunder the Corporation will be the surviving entity, and PRESTIGE DISTRIBUTION SERVICES, INC. will be the merging entity, and the Corporation shall continue to be a corporation in good standing under the laws of the State of Florida; and

WHEREAS, the Corporation, as required by the applicable laws of the State of Florida, desires to adopt a Plan of Merger with respect to the transaction as described herein, and further desires to authorize filing of Articles of Merger with the Office of the Secretary of State for the State of Florida consistent with the Plan of Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation does hereby adopt the Plan of Merger attached hereto and incorporated fully herein by reference, for the purpose of complying with applicable Florida law and for setting forth the terms and conditions under which the Corporation's merger with PRESTIGE DISTRIBUTION SERVICES, INC., as described above, shall be accomplished;

BE IT FURTHER RESOLVED, that the Corporation does hereby authorize the filing of Articles of Merger attached hereto with the Office of the

Secretary of State for the State of Florida, consistent with the terms and conditions set forth in the attached Plan of Merger;

BE IT FURTHER RESOLVED, that the Corporation shall change its name to:

**PRESTIGE CIRCULATION SERVICES, INC.**

The undersigned hereby consents that the action set forth in the foregoing preambles and resolution shall have the same force and effect as if taken at a duly constituted meeting of the sole Shareholder and the Board of Directors of the Corporation, effective as of the date hereof, and direct that this document be filed with the minutes of the Corporation.

This document is dated and effective the 23 day of December, 2011.

**SOLE SHAREHOLDER  
And Director of  
PRESTIGE CIRCULATION  
MANAGEMENT, INC.**



Shane M. Tabachnick

Attached:  
Plan of Merger  
Articles of Merger  
Amendment Changing Name

**Articles of Amendment  
to  
Articles of Incorporation  
of  
PRESTIGE CIRCULATION MANAGEMENT, INC.**

**Document Number P09000042852**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME:**

**PRESTIGE CIRCULATION SERVICES, INC.**

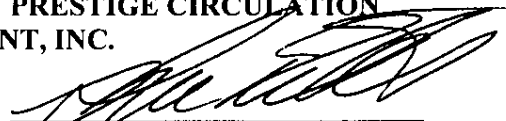
Date of Amendment(s) adoption: December 23 2011

Effective Date: January 1, 2011

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

This document is dated and effective the 23 day of December, 2011.

**SOLE SHAREHOLDER of  
PRESTIGE CIRCULATION  
MANAGEMENT, INC.**

  
Shane M. Tabachnick

FILING FEE: \$35