

P09000058255

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

SEP 30 2010

EXAMINER

EFFECTIVE DATE

9/30/10

**BOLZ & BOLZ**

**Attorneys at Law**

5 Harvard Circle, Suite 100  
West Palm Beach, Florida 33409

(561) 686-4800 Fax No. (561) 686-8883

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September 27, 2010

Registration Section  
Division of Corporation  
Clifton Building  
2661 Executive Center Club  
Tallahassee, Florida 32301

Re: Jbel Investment LLC, merger into Venetia Asset Allocation, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles and Certificate of Merger in regards to the above captioned merger for filing with the Department of State. Please return the original filed copy of the Articles and Certificate of Merger together with a certified copy to our office once it is available in the enclosed return Federal Express package. We have enclosed our check in the amount of \$78.75 for the necessary filing fees.

It is essential that this be filed by September 30, 2010. If there are any questions or issues please contact the undersigned.

Very truly yours,

  
Charles S. Bolz

CSB/dh  
Enclosures

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**10 SEP 28 AM 10:22**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VENETIA ASSET ALLOCATION, INC.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Charles S. Bolz, Esq.

Contact Person

Bolz & Bolz

Firm/Company

5 Harvard Circle, Suite 100

Address

West Palm Beach, FL 33409

City, State and Zip Code

giannix2@aol.com

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

For further information concerning this matter, please call:

Charles S. Bolz

Name of Contact Person

at ( 561 ) 686-4800

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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**10 SEP 28 AM 10:22**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES AND CERTIFICATE OF MERGER

The following Articles and Certificate of Merger are submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

**First:** The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
JBEL, INVESTMENT, LLC 6223 NW 53 <sup>rd</sup> Circle Coral Springs, FL 33067	Florida	Limited Liability Company L09000036189
VENETIA ASSET ALLOCATION, INC. 6223 NW 53 <sup>rd</sup> Circle Coral Springs, FL 33067	Florida	Profit Corporation

**Second:** The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VENETIA ASSET ALLOCATION, INC. 6223 NW 53 <sup>rd</sup> Circle Coral Springs, FL 33067	Florida	Profit Corporation P09000058255

**Third:** The Plan of Merger is attached.

**Fourth:** The Plan of Merger was approved by JBEL, INVESTMENT, LLC, in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**Fifth:** The Plan of Merger was approved by VENETIA ASSET ALLOCATION, INC., in accordance with the applicable provisions of Chapter 607, Florida Statutes.

EFFECTIVE DATE 9/30/10

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TALLAHASSEE, FLORIDA

**Sixth:** The merger shall become effective as of 11:59 P.M. on September 30, 2010.

JBEL INVESTMENT, LLC  
a Florida limited liability company

By: 

ERNEST ORPHANOS, Managing Member

VENETIA ASSET ALLOCATION, INC.  
a Florida corporation

By: 

ERNEST ORPHANOS, President

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TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following Plan of Merger ("Plan"), which was adopted and approved by each party to the merger in accordance with Section 607.1108 and Section 608.438, Florida Statutes, is being submitted in accordance with Section 607.1109 and Section 608.4382, Florida Statutes.

**First:** The exact name, jurisdiction and entity type of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
JBEL INVESTMENT, LLC	Florida	Limited Liability Company
VENETIA ASSET ALLOCATION, INC.	Florida	Profit Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VENETIA ASSET ALLOCATION, INC.	Florida	Profit Corporation

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

A. Merger - JBEL INVESTMENT, LLC, a Florida limited liability company ("Company"), shall be merged with and into VENETIA ASSET ALLOCATION, INC., a Florida Corporation ("Corporation"), in accordance with the laws of the State of Florida.

B. Cessation of Business - Effective as of 11:59 p.m. on September 30, 2010, the Company shall cease to be a going concern and all of its assets and liabilities shall become the assets and liabilities of the Corporation.

C. Power of the Managing Members - The Managing Members of the Company are hereby severally authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as any of them may deem necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Company and the distribution of the Company's assets to the Corporation in accordance with the law.

D. Power of the Board of Directors - The Board of Directors and the officers of the Corporation are hereby severally authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as any of them may deem necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Company and the distribution of the Company's assets to the Corporation in accordance with the law.

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TALLAHASSEE, FLORIDA

E. Conversion of Interests and Shares - The manner and basis of converting the interests in the Company 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 and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

At the effective time of the Merger all interests in the Company shall be converted into shares in the Corporation. All shares in the Corporation shall be redistributed and reissued to all Members of the Company and Shareholders of the Corporation in the numbers and proportions as unanimously agreed upon by all Members of the Company and Shareholders in the Corporation in the written consents to action regarding the merger executed by all Members of the Company and all Shareholders of the Corporation, which documents are held and kept by the Secretary of the Corporation.

F. Charter Documents - The Articles of Incorporation of the surviving Corporation as in effect immediately before the effective time of the Merger, shall continue in existence.

G. Amendment of Articles of Incorporation - The Articles of Incorporation of the Corporation is amended, effective on the date of the Merger, to Amend Article IV thereof as follows:

The number of shares the Corporation is authorized to issue is 100,000.

JBEL INVESTMENT, LLC,  
a Florida limited liability company

By: 

JOHN AGRESTI, Managing Member

VENETIA ASSET ALLOCATION, INC.  
a Florida corporation

By: 

ERNEST ORPHANOS, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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