

PD9000072342

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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C. LEWIS

NOV 9 2009

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 9, 2009

JOSE C. MARRERO, ESQ.  
1200 BRICKELL AVE.  
SUITE 505  
MIAMI, FL 33131

SUBJECT: SPADON ENTERPRISES, INC.  
Ref. Number: P09000072342

We have received your document for SPADON ENTERPRISES, INC. and check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Any Florida entity listed as a party to a merger must have an active Florida registration on our records or the merger cannot be filed. A review of our records indicates a Florida party is no longer active on our records. Please refer to the enclosed computer printout.

Please return the corrected original and one copy of 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) 245-6047.

Carolyn Lewis  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 309A00035133

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
Spadon, LLC	LO6000061202	Florida LLC

**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>
Spadon Enterprises, Inc.	Florida	PD9000072342

**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.

**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:

\_\_\_\_\_

**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:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Mailing address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_


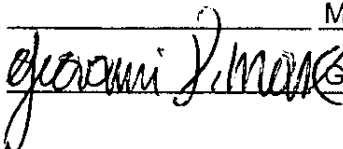
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TALLAHASSEE, FLORIDA

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Spadon, LLC		Roberto Di Mase Coppola
		Managing Member
Spadon Enterprises, Inc.		Giovanni Di Mase, Pres

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

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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TALLAHASSEE, FLORIDA

### 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>
Spadon, LLC		

**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>
Spadon Enterprises, Inc.		

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

Spadon Enterprises, Inc. will succeed to all the assets and liabilities of Spadon, LLC. The merger shall be effective as of the date hereof and Spadon Enterprises, Inc. shall be the surviving entity and Spadon, LLC shall be the merging party.

*(Attach additional sheet if necessary)*

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TALLAHASSEE, FLORIDA

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:

Currently, 500 shares of Spadon Enterprises, Inc. are owned by Roberto Di Mase  
Coppola; also, 100% of the membership interests of Spadon, LLC are owned by  
Roberto Di Mase Coppola. The 100% membership interests of Spadon, LLC will  
be cancelled so that Roberto Di Mase Coppola will receive in exchange for his  
100% interest of Spadon, LLC, an additional 500 <sup>units</sup>~~shares~~ of Spadon Enterprises,  
Inc., thereby providing him with 1000 shares of the authorized <sup>units</sup>~~shares~~ of Spadon  
Enterprises, Inc. No other cash or property will be provided.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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:

Roberto Di Mase Coppola will provide his Spadon, LLC membership certificates  
unto the secretary of Spadon Enterprises, Inc. and will be forthwith issued 500  
Spadon Enterprises, Inc. <sup>unit</sup>~~Stock~~ certificates.

*(Attach additional sheet if necessary)*

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

None.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

None.

*(Attach additional sheet if necessary)*