

P09000088092

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

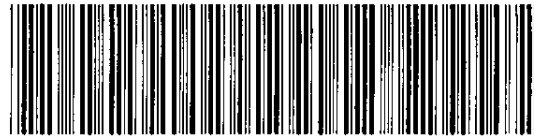
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300162141543

10/27/09--01019--013 \*\*78.75

RECEIVED  
09 OCT 27 AM 11:19  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
09 OCT 27 PM 1:05  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*Merger*  
C.COULLIETTE

OCT 28 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: ASHLEY SMITH

DATE: 10-27-2009

REF. #: 001811.113399

CORP. NAME: BARAN ENTERPRISES, INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 532332 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**ARTICLES OF MERGER  
OF  
BARAN ENTERPRISES, INC.  
A Florida corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105.

**FIRST:** The surviving corporation is BARAN ENTERPRISES, INC., a Florida corporation, registered under Document Number P09000088092.

**SECOND:** The merging corporation is BARAN ENTERPRISES, INC., a corporation existing under the laws of the Commonwealth of Pennsylvania, registered as Entity No. 385509.

**THIRD:** The Plan of Merger is attached hereto and made apart hereof as Exhibit "A".

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by Joint Unanimous Written Consent by the Sole Shareholder and Sole Director of the surviving corporation on the 21<sup>ST</sup> day of October, 2009.

**SIXTH:** The Plan of Merger was adopted by Joint Unanimous Written Consent by the Sole Shareholder and Sole Director of the merging corporation on the 21<sup>ST</sup> day of October, 2009.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 OCT 27 PM 1:05

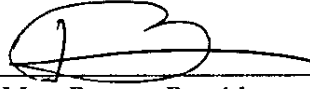
Signed this 21 day of October, 2009.

**Baran Enterprises, Inc.,  
a Florida corporation**

A handwritten signature in black ink, consisting of a large, stylized 'B' followed by a horizontal line.

*Max Baran, President*

**Baran Enterprises, Inc.,  
a Pennsylvania corporation**

A handwritten signature in black ink, consisting of a large, stylized 'B' followed by a horizontal line.

*Max Baran, President*

## PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT is made effective as of the 21 day of October, 2009, by and between BARAN ENTERPRISES, INC., a Pennsylvania corporation (hereinafter referred to as "BARAN PA") and BARAN ENTERPRISES, INC., a Florida corporation (hereinafter referred to as "BARAN FL").

### RECITALS

WHEREAS, BARAN PA is a corporation duly organized, validly existing and in good standing under the laws of the Commonwealth of Pennsylvania; and BARAN FL is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, The Boards of Directors and the Shareholders of each entity deem it desirable and in the respective best interests of their corporations and the shareholders that the BARAN PA and BARAN FL be merged with and into BARAN FL with the BARAN FL remaining as the surviving corporation;

NOW, THEREFORE, in consideration of the premises, and other good and valuable considerations, the parties agree as follows:

1. Merger. Baran PA shall be merged with and into Baran FL and Baran FL shall continue as the surviving corporation. Baran FL shall become the owner, without other transfer, of all the assets, rights, titles, interests and properties of the Baran PA and shall become subject to all the debts and liabilities of the Baran PA in the same manner as if it had acquired and incurred them, respectively.

2. Principal Office. The principal office of the Baran FL, as the surviving corporation, will be 3700 S. Ocean Boulevard, Unit 802, Highland Beach, Florida 33487, and shall remain so upon the merger.

3. Objects and Purposes. The nature of the current and intended business of the surviving corporation shall be any and all business as permitted under Florida law.

4. Articles of Incorporation. The purposes and number of Directors of the surviving corporation shall be as appears in the Articles of Incorporation (as amended, if applicable) of the Baran FL on file with the office of the Department of State of the State of Florida on the date of this Agreement and the registered agent and office shall be as appears on file with said Department of State. From and after the effective date of the merger hereunder, and until further amended, altered or restated as provided by law, such Articles of Incorporation, as amended, separate and apart from this Agreement, shall be, and may be separately certified as, the Articles of Incorporation of the surviving corporation.

5. Bylaws. The Bylaws of Baran FL shall remain as the Bylaws of the surviving corporation following the merger and shall not be altered, amended, nor repealed by reason of such merger.

6. Names and Addresses of Directors. The names and addresses of the persons who shall constitute the Board of Directors of the surviving corporation upon the effective date of the merger shall be as currently set forth in the corporate minute book of the Baran FL.

7. Stock Ownership. The Sole Shareholder of the Baran PA and the Baran FL is Max Barran.

8. Effective Date. The merger shall become effective upon filing the Articles of Merger with the Florida Department of State and the Pennsylvania Department of State.

9. Abandonment of Merger. Notwithstanding anything to the contrary, prior to the effective date, the Board of Directors of the constituent corporations may rescind this Agreement (and thereby abandon the merger) by mutual consent, and thereupon this agreement shall be void and of no effect.

10. Amendment and Modification. Subject to applicable law, this Agreement may be amended, modified and supplemented by mutual consent of the respective Boards of Directors of the constituent corporations any time prior to the effective date of the merger contemplated herein.

11. Waiver. No waiver is valid unless in writing and issued by the waiving party, and no waiver shall be construed as a waiver of any other or subsequent breach.

12. Governing Law and Venue. This Agreement is governed by the laws of the State of Florida and the sole venue for any action or proceeding shall be any court having competent jurisdiction in the State of Florida.

13. Assignment. Neither this Agreement or any of the rights, interests or obligations hereunder shall be assigned or delegated by any party hereto without the prior written consent of the other party hereto and this Agreement and all the provisions herein shall be binding upon and for the benefit of the parties hereto and their respective permitted successors, assigns and/or delegates.

14. Integration and Captions. This Agreement includes the entire understanding of the parties with respect to the subject matter hereof. This Agreement is an integration of any and all prior agreements and representations with respect to the subject hereof. The captions herein are for convenience and shall not control the interpretation of this Agreement.

15. Authorization, Conflicts, and Execution. Each party represents to the other that this Agreement is a binding obligation of the party and shall not conflict with any other agreement between such party and any other person.

16. Severability. If any provision of this Agreement is deemed by any court of competent jurisdiction unenforceable, the remainder of this Agreement, or the application of

such provision in any other circumstance, shall not be effected thereby.

17. Ambiguities. The normal rule of construction to the effect that ambiguities in any agreement are construed against the drafting party shall not apply to this Agreement.

18. Coöperation. Each party shall provide such reasonable cooperation and execute such reasonable documents as shall be reasonably requested by the other party hereto to perform this Agreement.

19. Gender. Wherever the context shall so require, all words herein in any gender shall be deemed to include the masculine, feminine or neuter gender; all singular words shall includes the plural and all plurals shall include the singular.

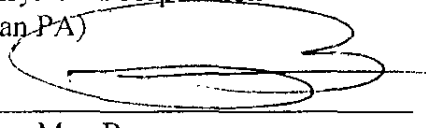
20. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

WITNESSES:

\_\_\_\_\_  
\_\_\_\_\_

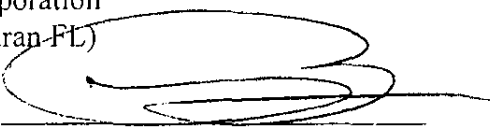
BARAN ENTERPRISES, INC., A  
Pennsylvania corporation  
(Baran PA)

By:   
\_\_\_\_\_  
Max Baran  
Its: President and Secretary

WITNESSES:

\_\_\_\_\_  
\_\_\_\_\_

BARAN ENTERPRISES, INC., a Florida  
corporation  
(Baran FL)

By:   
\_\_\_\_\_  
Name: Max Baran  
Its: President and Secretary