

P10000103814

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Merge

900198108799
03/18/11--01036--005 **70.00

FILED
2011 MAR 18 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
3/21/11

Ralph L. Focaracci, P.A.

Certified Public Accountant

FEDERAL EXPRESS: 7968 8338 5950

March 17, 2011

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

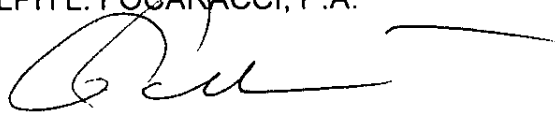
Gentlemen:

Enclosed please find the Articles of Merger (Profit Corporation) and filing fee in the amount of \$70, for the merger between Ice Cream Vendors of SF, Inc., surviving corporation and Ice Cream Vendors South Florida, Inc., merging corporation. Please process accordingly.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

RALPH L. FOCARACCI, P.A.



Ralph L. Focaracci, CPA

RLF/cgc

Enclosures

cc: Jeffrey S. Passman

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ICE CREAM VENDORS OF SF, INC.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

JEFFREY S. PASSMAN

Contact Person

ICE CREAM VENDORS OF SF, INC.

Firm/Company

1411 SW 31ST AVENUE

Address

POMPANO BEACH FL 33069

City/State and Zip Code

jeffp@paramountvending.com

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

For further information concerning this matter, please call:

RALPH L. FOCARACCI

Name of Contact Person

At (954) 525-9722

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)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

2011 MAR 18 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ICE CREAM VENDORS OF SF, INC.	FLORIDA	P10000103814

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ICE CREAM VENDORS SOUTH FLORIDA, INC.	FLORIDA	P09000103389
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 ____/____/____ (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.)

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 01/01/2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 01/01/2011.

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

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
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ICE CREAM VENDORS OF SF, INC.		<u>JEFFREY S. PASSMAN, PRESIDENT</u>
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ICE CREAM VENDORS SOUTH FLORIDA, INC.		<u>ALBERT J. MINIACI, PRESIDENT</u>
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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

ICE CREAM VENDORS OF SF, INC.

FLORIDA

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

Name

Jurisdiction

ICE CREAM VENDORS
SOUTH FLORIDA, INC.

FLORIDA

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

STOCK FOR STOCK EXCHANGE, NO CASH, OR OTHER CONSIDERATION

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:

1 SHARE OF MERGING CORPORATION IS EXCHANGED FOR 5 SHARES OF
SURVIVING CORPORATION

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: