

Fax Server

2/25/2011 9:37:42 AM PAGE 2/008

Fax Server

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000048447 3)))



H110000484473ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
OJALA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	17
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sumbiz.org/scripts/efilcovr.exe>

2/23/2011

Merger

02-25-11

de

684401

RECEIVED
DIVISION OF STATE
CORPORATIONS
FEB 23 2011

11 FEB 23 PM 4:22

FILED

Fax Server

2/25/2011 9:37:42 AM PAGE 3/008 Fax Server

850-617-6381

2/24/2011 4:31:47 PM PAGE 1/001 Fax Server



February 24, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

OJALA, INC.
9593 WORSWICK COURT
WELLINGTON, FL 33414

SUBJECT: OJALA, INC.
REF: P11000003312

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE DATE OF ADOPTION WAS CORRECTED ON THE ARTICLES OF MERGER, HOWEVER, IT MUST ALSO BE CORRECTED ON THE FIRST PAGE OF THE PLAN OF MERGER.

Please return 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) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H11000048447
Letter Number: 711A00004740

RECEIVED
11 FEB 25 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

Fax Server

2/24/2011 9:31:30 AM PAGE

3/008

Fax Server

850-817-6381

2/23/2011 3:14:59 PM PAGE

1/001

Fax Server

684401



February 23, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

OJALA, INC.
9593 WORSWICK COURT
WELLINGTON, FL 33414

SUBJECT: OJALA, INC.
REF: P11000003312

RESUBMIT

Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE DATE OF ADOPTION FOR THE FLORIDA CORPORATION MUST BE ON OR AFTER THE DATE OF INCORPORATION.

Please return 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) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H11000048447
Letter Number: 311A00004595

RECEIVED

11 FEB 24 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

FILED
11 FEB 23 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
Ojala International, Inc., a Massachusetts Corporation
(Merging Entity)
with and into
Ojala, Inc., a Florida Corporation
(Surviving Entity)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to sections 607.1101 and 607.1105, of the Florida Statutes.

FIRST: The exact name and jurisdiction of the Surviving Entity is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ojala, Inc.	Florida	Corporation

Florida Document/Registration Number: P11000003312

SECOND: The exact name and jurisdiction of the Merging Entity is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ojala International, Inc.	Massachusetts	Corporation

THIRD: The Plan of Merger attached hereto as Exhibit A, meets the requirements of section 607.1108 of the Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the Shareholders and the Board of Directors of the Surviving Entity on January 10, 2011.

FIFTH: The attached Plan of Merger was approved by the Shareholders and the Board of Directors of the Merging Entity on January 10, 2011.

SIXTH: The Merger has been approved, adopted, certified, executed and acknowledged by the Surviving Entity, in accordance with the provisions of the Florida Statutes, and by the Merging Entity, in accordance with the provisions of the Massachusetts Business Corporation Act.

SEVENTH: This merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

[Signature Pages Follow]

IN WITNESS WHEREOF the undersigned affirms and swears, under penalties of perjury, that to the undersigned's knowledge and belief, the foregoing statements are true as the 22nd day of February, 2011.

Ojala, Inc.,
a Florida corporation


By: Christopher Maxwell
Its: President

Ojala International, Inc.,
a Massachusetts Corporation

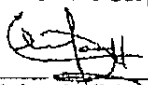

By: Christopher Maxwell
Its: President

EXHIBIT A

PLAN OF MERGER
BY AND BETWEEN
OJALA, INC.,
a Florida corporation
and
OJALA INTERNATIONAL, INC.,
a Massachusetts corporation

PLAN OF MERGER approved on 01/10/2010, by Ojala International, Inc., a business corporation organized under the laws of the Commonwealth of Massachusetts ("Ojala MA"), and by its Shareholders and Board of Directors on said date, and approved on 01/10/2010 by Ojala, Inc. ("Ojala FL") a business corporation organized under the laws of the State of Florida, and by its Shareholders and Board of Directors on said date.

1. Ojala MA and Ojala FL shall, pursuant to the provisions of the Massachusetts Business Corporation Act ("MBCA") and the provisions of the Florida Business Corporation Act ("FBCA"), be merged with and into a single corporation (the "Merger"), to which Ojala FL shall be the Surviving Entity upon the effective date of the Merger (Ojala FL hereinafter referred to as the "Surviving Entity"), and which shall continue to exist as said Surviving Entity under its present name pursuant to the provisions of FBCA. The separate existence of Ojala MA (Ojala MA hereinafter referred to as the "Merging Entity"), shall cease upon the effective date of the Merger in accordance with the provisions of MBCA.

2. The Articles of Incorporation of the Surviving Entity upon the effective date of the Merger in the jurisdiction of its organization shall be the Articles of Incorporation of said Surviving Entity; and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving Entity.

3. The By-laws of the Surviving Entity upon the effective date of the Merger in the jurisdiction of its organization will be the By-laws of said Surviving Entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the Surviving Entity upon the effective date of the Merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the Surviving Entity, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the Surviving Entity.

5. Each one (1) share of Common Stock of the Merged Entity which shall be outstanding on the effective date of the Merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and converted into one (1) share of Common Stock of the Surviving Entity on and as of the effective date of the Merger.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Merging Entity for their approval or rejection in the manner prescribed by the provisions of the MBCA, and the merger of the Merging Entity with and into the Surviving Entity shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Surviving Entity.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Merging Entity in the manner prescribed by the provisions of the MBCA, and in the event that the merger of the Merging Entity with and into the Surviving Entity shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Surviving Entity, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Massachusetts and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

8. The Board of Directors and the proper officers of the Merging Entity and of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

9. The effective date of the merger herein provided for in the Commonwealth of Massachusetts shall be as stated in the Certificate of Merger, and the effective date of the merger herein provided for in the State of Florida shall be as stated in the Articles of Merger.

10. At any time prior to the filing of (i) the Florida Articles of Merger with the Secretary of State of the State of Florida and (ii) the Massachusetts Certificate of Merger with the Secretary of the Commonwealth of Massachusetts, this Plan of Merger may be terminated and abandoned either the Merging Entity or the Surviving Entity.

[Signature Page(s) Follow]

IN WITNESS WHEREOF the undersigned affirms and swears, under penalties of perjury, that to the undersigned's knowledge and belief, the foregoing statements are true as the ____ day of _____, 2010.

Ojala, Inc.,
a Florida corporation

Ojala International, Inc.,
a Massachusetts Corporation

By: Christopher Maxwell
Its: President

By: Christopher Maxwell
Its: President