

P11000048397

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.

(((H11000139869 3)))



H110001398693ABC5

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 : PURCELL, FLANAGAN & HAY, P.A.
Account Number : 071722000522
Phone : (904) 355-0355
Fax Number : (904) 355-0820

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

Email Address: lflood@jtaxlaw.com

11 MAY 25 AM 9:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
SOURCING INTERESTS GROUP, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

RECEIVED

11 MAY 25 AM 8:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

C. COULLIETTE
MAY 26 2011 Help

EXAMINER

ARTICLES OF MERGER

**SOURCING INTERESTS GROUP, a California corporation
with and into SOURCING INTERESTS GROUP, INC., a Florida corporation**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes. SOURCING INTERESTS GROUP, a California corporation and SOURCING INTERESTS GROUP, INC., a Florida corporation submit the following Articles of Merger:

1. The name and jurisdiction of the surviving corporation:
SOURCING INTERESTS GROUP, INC., a Florida corporation
Document Number: P11000048397
2. The name and jurisdiction of the merging corporation:
SOURCING INTERESTS GROUP, a California corporation
Entity Number: C1757105
3. The Plan of Merger between the parties is attached to this Articles of Merger as Exhibit "A" and incorporated herein.
4. In accordance with the Plan of Merger, the effective date of the merger shall be the date of filing these Articles of Merger with the Secretary of State of the Florida Division of Corporations.
5. The Plan of Merger has been approved by the shareholders of the surviving corporation on May 20, 2011.
6. The Plan of Merger was adopted by the shareholders of the merging corporation on May 20, 2011.

IN WITNESS WHEREOF, the parties hereto have caused the Articles of Merger to be executed this 25th day of May, 2011.

SOURCING INTERESTS GROUP
a California corporation

SOURCING INTERESTS GROUP, INC.
a Florida corporation

By: Dawn Tiura Evans
Dawn Tiura Evans, President

By: Dawn Tiura Evans
Dawn Tiura Evans, President

Jonathan L. Hay, Esq.
Purcell, Flanagan, Hay & Greene, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 456586

00232030.DOC

H11000139869 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 25 AM 9:34

EXHIBIT A**H11000139869 3****PLAN OF MERGER**

This PLAN OF MERGER is dated May 25, 2011, by SOURCING INTERESTS GROUP, a California corporation, with and into SOURCING INTERESTS GROUP, INC., a Florida corporation.

STIPULATIONS

- A. SOURCING INTERESTS GROUP, is a corporation duly organized and existing under the laws of the State of California (hereinafter referred to as "SIG CA").
- B. SOURCING INTERESTS GROUP, INC., is a corporation duly organized and existing under the laws of the State of Florida (hereinafter referred to as "SIG FL").
- C. The Board of Directors and Shareholders of SIG CA, and the Board of Directors and Shareholders of SIG FL, deem it desirable and in the best business interests of the corporations that SIG CA be merged with and into SIG FL, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, SIG CA and SIG FL agree as follows:

- 1. **Merger.** SIG CA shall merge with and into SIG FL. SIG FL shall be the surviving corporation.
- 2. **Terms and Conditions.** On the effective date of the merger, the separate existence of SIG CA shall cease, and SIG FL as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of SIG CA without the necessity for any separate transfer. SIG FL as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of SIG CA, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.
- 3. **Conversion of Shares.** The manner and basis of converting the shares of stock of the absorbed SIG CA into shares of the surviving SIG FL is as follows:
 - (a) On the effective date of the merger, each outstanding share of SIG CA common stock shall cease to be outstanding and cancelled, and no payment shall be made nor consideration paid with respect thereto.

H11000139869 3

- (b) Each issued and outstanding share of SIG FL common stock shall remain issued and outstanding after the effective date of the merger, and the merger shall have no effect on any shares of SIG FL common stock that are issued and outstanding.
4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving SIG FL shall continue to be its articles of incorporation following the effective date of the merger.
 5. **Changes in Bylaws.** The Bylaws of the surviving SIG FL shall continue to be its bylaws following the effective date of the merger.
 6. **Directors and Officers.** The directors and officers of the surviving SIG FL shall continue to be the directors and officers of the surviving SIG FL for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.
 7. **Prohibited Transactions.** Neither SIG CA or SIG FL shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the business entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.
 8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval of the Shareholders of SIG CA and the Shareholders of SIG FL in the manner provided by the applicable laws of the State of Florida.
 9. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.
 10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of SIG CA, or the Board of Directors of SIG FL at any time prior to the effective date of the merger.
 11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the 25th day of May, 2011.

SOURCING INTERESTS GROUP
a California corporation

By: Dawn Tiura Evans
Dawn Tiura Evans, President

SOURCING INTERESTS GROUP, INC.
a Florida corporation

By: Dawn Tiura Evans
Dawn Tiura Evans, President

00232051.DOC