

P11000051557

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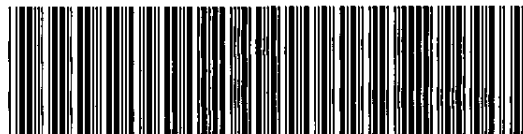
(Business Entity Name)

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J. SAULSBERRY
EXAMINER

JUN 30 2011

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EPOCA INTERNATIONAL, 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:

Neil I. Kilstein, Esq.

Contact Person

Kilstein & Kilstein LLC

Firm/Company

611 River Drive, Suite 320

Address

Elmwood Park, NJ 07407

City/State and Zip Code

nkilstein@kilsteinlaw.com

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

For further information concerning this matter, please call:

Neal or Jean

Name of Contact Person

At (201) 791-7797

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

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ARTICLES OF MERGER

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

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Epoca International, Inc.	Florida	P11000051557

SECOND: The name and jurisdiction of each merging corporations:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Epoca, International, Inc.	Florida	P11000051557
Epoca, Inc.	New Jersey	

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on July 1, 2011.

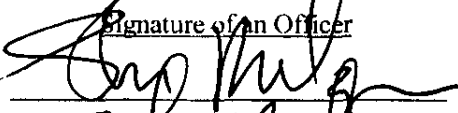
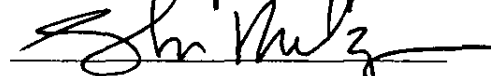
FIFTH: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 6, 2011.

SIXTH: Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation on June 6, 2011.

SEVENTH: Signatures for each Corporation

<u>Name of Corporation</u>	<u>Signature of an Officer</u>	<u>Typed Name & Title</u>
Epoca International, Inc.		Steven Melzer, President
Epoca, Inc.		Steven Melzer, President

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PLAN OF MERGER

THIS PLAN OF MERGER is made as of June 6, 2011, by and between **EPOCA, INC.**, a New Jersey Corporation (the "NJ Company"), having its principal office at 40 E. Cotters Lane, East Brunswick, New Jersey 08816-2043 and **EPOCA INTERNATIONAL, INC.**, a Florida Corporation (the "FL Company"), having its principal office at 851 Broken Sound Parkway NW, Suite 110, Boca Raton, Florida 33487-3638. The NJ Company and the FL Company are sometimes hereinafter referred to in this Plan of Merger as the "Constituent Companies".

RECITALS

The NJ Company has an authorized Capital Stock of 2500 shares of no par common stock, of which 100 have been duly issued and are now outstanding.

The FL Company has an authorized Capital Stock of 2500 share of no par common stock, of which 100 are issued and are outstanding.

The Constituent Companies and their respective Boards of Directors and Shareholders deem it advisable and generally to the advantage and welfare of each of the Constituent Companies that the NJ Company merge into the FL Company under the terms and conditions of this Plan of Merger and under and pursuant to the laws of the States of New Jersey and Florida.

1. **Merger.** The NJ Company shall be and is hereby merged into the FL Company. The separate existence of the NJ Company shall cease as of the Effective Date of Merger, except insofar as it may be continued by law in order to carry out the purposes of this Plan of Merger and except as continued in the FL Company.

2. **Surviving Corporation.** The FL Company shall be the Surviving Corporation.

3. **Effective Date of Merger.** This Plan of Merger shall become effective on July 1, 2011.

4. **Articles of Organization of Surviving Corporation.** The Articles of Incorporation of the FL Company, as filed on June 2, 2011 in the Office of the Division of Commercial Recording of the State of Florida, a copy of which is attached to the Plan of Merger as *Exhibit A*, shall be the Articles of Organization of

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the Surviving Corporation until such time as the same shall be changed in accordance with the laws of the State of Florida.

5. **By-Laws.** The By-Laws of the FL Company, as in effect on the Effective Date of Merger, shall be the By-Laws of the Surviving Corporation until altered or repealed as provided therein.

6. **Board of Directors and Officers.** The Board of Directors of the Surviving Corporation shall consist of two members, **STEVEN MELZER** and **BRIAN MELZER**. **STEVEN MELZER** shall serve as President and Treasurer of the Surviving Corporation and **BRIAN MELZER** shall serve as Vice-President and Secretary of the Surviving Corporation. Such Directors and Officers shall serve for their terms provided by law, or in the By-Laws or until their respective successors are elected and qualified.

7. **Manner of Conversion of Shares.** Each share of common stock of the NJ Company shall be converted into and become one share of the common stock of the FL Company. After the Effective Date of Merger, each holder of a certificate or certificates which theretofore represented shares of common stock of the NJ Company shall cease to have any rights as a shareholder of the NJ Company, except as are expressly reserved to such stockholders by statute. Each outstanding certificate which theretofore represented shares of the common stock of the NJ Company shall be exchanged for a certificate which represents an equal number of shares of common stock of the FL Company.

8. **Rights and Liabilities of Surviving Corporation.** Upon the Effective Date of Merger, the FL Company shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private and all of the property, real, personal and mixed, of each of the NJ Company and the FL Company; all debts due to either the FL Company or the NJ Company on whatever account shall be vested in the FL Company; all claims, demands, property rights, privileges, powers and franchises and every other interest of either the FL Company or the NJ Company shall be as effectively the property of the FL Company as they were of the respective NJ Company and FL Company; all rights of creditors and all liens upon any property of either the NJ Company or the FL Company shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date of Merger; all debts,

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liabilities and duties of the FL Company and the NJ Company shall thenceforth attach to the FL Company and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the FL Company shall indemnify and hold harmless **STEVEN MELZER** and **BRIAN MELZER** against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

9. **Further Assurances.** As and when requested by the FL Company, or its successors or assigns, the NJ Company will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further actions as the FL Company may deem necessary or desirable in order to vest in and confirm to the FL Company title to and possession of any property of either of the NJ Company or the FL Company acquired by the FL Company by reason of or as a result of the merger herein provided for and, otherwise, to carry out the intent and purposes hereof and the Officers and Directors of the NJ Company and the FL Company are hereby fully authorized in the name of the NJ Company, or otherwise, to take any and all such action.

10. **Plan of Reorganization.** This Plan of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms and subject to the conditions herein set forth.

11. **Book Entries.** The merger contemplated hereby shall be treated as a pooling of interests and, as of the Effective Date of Merger, entry shall be made the books and records of the FL Company so that the balances of all accounts of the NJ Company are carried forward to be the balances of the accounts of the FL Company.

12. **Termination.** This Plan of Merger may be terminated and abandoned at any time prior to the Effective Date of Merger by either the FL Company or the NJ Company.

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