

A1000056021

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

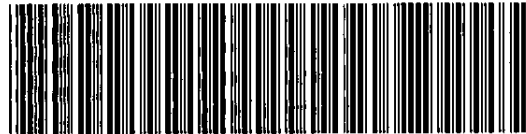
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500209358425

Merged

06/28/11--01025--003 **70.00



2011 JUN 28 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DP
6/30/11

LAW OFFICES

LAWRENCE D. FELDER, P.A.

1840 SOUTHEAST 1ST AVENUE
FORT LAUDERDALE, FLORIDA 33316

(954) 524-8808

June 24, 2011

Amendment Section
Division of Corporation
Clifton Building
2661 Execute Center Circle
Tallahassee, FL 32301

Re: Brilliants International, Inc., MERGER into Brilliants 1, Inc.

Dear Sirs:

With reference to the above captioned matter, please find enclosed the following:

1. Cover letter
2. Articles of Merger with attached Plan of Merger
3. Plan of Merger
4. Articles of Incorporation of Brilliants 1, Inc.

All documents have been properly signed and executed.

Please find enclosed \$35.00 for the merging corporation Brilliants International, Inc., and \$35.00 for the surviving corporation, Brilliants 1, Inc., for a total of \$70.00.

Please send me by return mail the letter of acknowledgement.

Very truly yours,



LAWRENCE D. FELDER, ESQ.

LDF:ag

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Brilliants 1, Inc., a Florida Corporation
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Lawrence D. Felder, Esq.
Contact Person

Lawrence D. Felder, PA
Firm/Company

1840 SE 1st Avenue
Address

Fort Lauderdale, FL 33316
City/State and Zip Code

lalkala@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lawrence D. Felder, Esq. At (954) 524-8808
Name of Contact Person 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

7-1-11

FILED

ARTICLES OF MERGER (Profit Corporations)

2011 JUN 28 PM 12:10

SECRETARY OF STATE
BUSINESS SERVICES FLORIDA
TALLAHASSEE

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> (If known/ applicable)
Brilliants 1, Inc.	Florida	P11000056021

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Brilliants International, Inc.	Florida	684147
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 7 / 1 / 2011 (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 June 27, 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 June 27, 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)

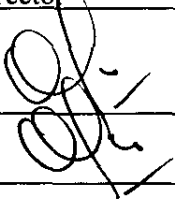
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Brilliants International, Inc.



David Haim

Brilliants 1, Inc.

David Haim

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

Brilliants 1, Inc.

Florida

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

Name

Jurisdiction

Brilliants International, Inc.

Florida

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

See attached "Plan of Merger".

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:

See attached "Plan of Merger".

(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:

See attached "Plan of Merger".
"ARTICLES"

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

PLAN OF MERGER

Plan of merger dated 06/27, 2011, between BRILLIANTS 1, INC., hereinafter sometimes called the surviving corporation, and BRILLIANTS INTERNATIONAL, INC., hereinafter sometimes called the absorbed corporation.

STIPULATIONS

A. BRILLIANTS 1, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 36 Northeast 1st Street, Suite 712, Miami, Florida 33132.

B. BRILLIANTS 1, INC., has a capitalization of 1,000 authorized shares of One Dollar (\$1.00) par value common stock, of which 1,000 shares are issued and outstanding.

C. BRILLIANTS INTERNATIONAL, INC., is a corporation organized and existing under the laws of the State of [Florida with its principal office at 36 Northeast 1st Street, Suite 712, Miami, Florida 33132.

D. BRILLIANTS INTERNATIONAL, INC., has a capitalization of 500 authorized shares of One Dollar (\$1.00) par value common stock of which 500 shares are issued and outstanding.

E. The number of shares mentioned above, is not subject to change prior to the effective date of the merger.

F. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stock- holders that BRILLIANTS INTERNATIONAL, INC., be merged into BRILLIANTS 1, INC., pursuant to the provisions of Sections 607.1101 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended. In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section One. Merger. BRILLIANTS INTERNATIONAL, INC., shall merge with and into BRILLIANTS 1, INC., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of BRILLIANTS INTERNATIONAL, INC., shall cease, and the BRILLIANTS 1, INC., shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of BRILLIANTS

INTERNATIONAL, INC., without the necessity for any separate transfer. BRILLIANTS 1, INC., shall thereafter be responsible and liable for all liabilities and obligations of BRILLIANTS INTERNATIONAL, INC., and neither the rights of creditors nor any liens on the property of BRILLIANTS INTERNATIONAL, INC., shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of BRILLIANTS INTERNATIONAL, INC., into shares of the BRILLIANTS 1, INC., is as follows:

BRILLIANTS 1, INC., presently has 1,000 shares of common stock authorized and 1,000 shares issued and outstanding.

BRILLIANTS INTERNATIONAL, INC., presently has 500 shares of common stock issued and outstanding.

As of the date of merger each issued and outstanding share of BRILLIANTS INTERNATIONAL, INC., shall be converted into 2 shares of common stock of BRILLIANTS 1, INC.

Until surrendered and transferred each outstanding share of BRILLIANTS INTERNATIONAL, INC., shall be deemed and treated for all corporate purposes to represent 2 shares of common stock of BRILLIANTS 1, INC. No other cash, shares, property, or obligations will be distributed either pre or post merger to the shareholders. It is the intent of the shareholders to continue without interruption in the wholesale jewelry business.

(a) Each share of the One Dollar (\$1.00) par value common stock of BRILLIANTS INTERNATIONAL, INC., issued and outstanding on the effective date of the merger shall be converted into 2 shares of the One Dollar (\$1.00) par value common stock of BRILLIANTS 1, INC., which shares of common stock of BRILLIANTS 1, INC., shall thereupon be issued and outstanding. However, in no event shall fractional shares of BRILLIANTS 1, INC., be issued.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to BRILLIANTS 1, INC., or its duly appointed agent, in such manner as BRILLIANTS 1, INC., shall legally require. On receipt of such share certificates, BRILLIANTS 1, INC., shall issue and exchange therefore certificates for shares of common stock in BRILLIANTS 1, INC., representing the number of shares of such stock to which such holder is entitled as provided above..

(c) Holders of certificates of common stock of BRILLIANTS INTERNATIONAL, INC., shall not be entitled to dividends payable on shares of stock in BRILLIANTS 1, INC., until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of

BRILLIANTS 1, INC., issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in BRILLIANTS 1, INC.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of BRILLIANTS 1, INC., shall continue to be its articles of incorporation following the effective date of the merger until the same shall be altered, amended or repealed as provided therein.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation BRILLIANTS 1, INC., shall continue to be its bylaws following the effective date of the merger until the same shall be altered, amended or repealed as provided therein.

Section Six. Directors and Officers. The directors and officers of BRILLIANTS 1, INC., on the effective date of the merger shall continue as the directors and officers of BRILLIANTS 1, INC., for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified or as of the effective date of the merger shall be as follows until the Board of Directors shall elect a successor: David Haim, President.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business except to take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before June 27, 2011, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. 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.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either BRILLIANTS 1, INC., or BRILLIANTS INTERNATIONAL, INC., at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either BRILLIANTS 1, INC., or BRILLIANTS INTERNATIONAL, INC., on or before June 27, 2011; or

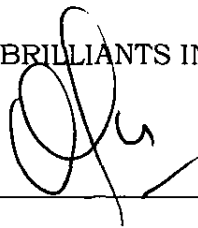
(b) If, in the judgment of the board of directors of either BRILLIANTS 1, INC., or BRILLIANTS INTERNATIONAL, INC., the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

BRILLIANTS INTERNATIONAL, INC.

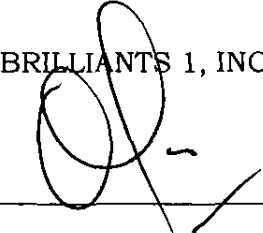
By:

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by a smaller 'H' and a checkmark-like flourish.

DAVID HAIM, President

BRILLIANTS 1, INC.,

By:

A handwritten signature in black ink, identical to the one above, consisting of a large, stylized 'D' followed by a smaller 'H' and a checkmark-like flourish.

DAVID HAIM, President



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 16, 2011

FILINGS, INC.

The Articles of Incorporation for BRILLIANTS 1, INC. were filed on June 15, 2011 and assigned document number P11000056021. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added. **It is your responsibility to remember to file your annual report in a timely manner.**

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at (850) 245-6995.

Jessica A Fason, Regulatory Specialist II
New Filing Section

Letter Number: 811A00014656

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Brilliants 1, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
Suite 712
36 N.E. 1st Street
Miami, Florida 33132

ARTICLE III - PURPOSE

This corporation is organized for the purpose transacting any or all lawful business.

11 JUN 15 11 06:05
RECEIVED
STATE OF FLORIDA
SECRETARY OF STATE

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

David Haim

Suite 712, 36 N.E. 1st Street, Miami, Florida 33132

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation

3732 N.W. 16th Street

Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: June 15, 2011

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
Incorporator

11 JUN 15 11 08 05
Filing

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Brilliants 1, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: June 15, 2011

Teresa Roman
Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 15, 2011

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman

11 JUN 15 PM 8:03
FILED
CLERK OF DISTRICT COURT
NORTH DARIEN, FLORIDA