

P110000079919

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

11 SEP 23 PM 2:54

FILED

Effective date
10-1-11
merger
Tewis
9-23-11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 22, 2011

LAWRENCE D. FELDER, P.A.
% LAWRENCE D. FELDER, ESQ.
1840 SOUTHEAST 1ST AVENUE
FORT LAUDERDALE, FL 33316

SUBJECT: GOLDMINE ENTERPRISES I, INC.
Ref. Number: P11000079919

We have received your document for GOLDMINE ENTERPRISES I, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 811A00021902

LAW OFFICE OF LAWRENCE D. FELDER

FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
THELMA	LAWRENCE D. FELDER
FAX NUMBER:	DATE:
850-245-6897	SEPTEMBER 23, 2011
COMPANY:	TOTAL NO. OF PAGES INCLUDING COVER:
SUNBIZ	13
PHONE NUMBER:	SENDER'S REFERENCE NUMBER:
	954-524-8808 PHONE
RE:	YOUR REFERENCE NUMBER:
GOLDMINE ENTERPRISES	954-525-6198 FAX

☐ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

NOTES/COMMENTS

See attached.

Please confirm receipt of all pages to Ailin at 954-524-8808.

Thank you.

ARTICLES OF MERGER

(Profit Corporations)

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)
<u>Goldmine Enterprises I, Inc.</u>	<u>Florida</u>	<u>P11000079919</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known, applicable)
<u>Goldmine Enterprise, Inc.</u>	<u>Florida</u>	<u>639962</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 10 / 01 / 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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on September 19, 2011 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on September 19, 2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE FLORIDA

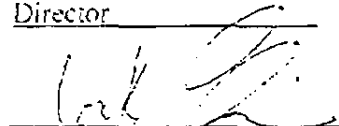
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

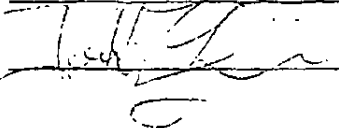
Typed or Printed Name of Individual & Title

Goldmine Enterprises, Inc.



Jacki Eliani

Goldmine Enterprises I, Inc.



Jacki Eliani

PLAN OF MERGER

Plan of merger dated September 19, 2011, between GOLDMINE ENTERPRISES I, INC., hereinafter sometimes called the surviving corporation, and GOLDMINE ENTERPRISES, INC., hereinafter sometimes called the absorbed corporation.

STIPULATIONS

A. GOLDMINE ENTERPRISES I, 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. GOLDMINE ENTERPRISES I, 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. GOLDMINE ENTERPRISES, 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. GOLDMINE ENTERPRISES, 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 shareholders and boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stock holders that GOLDMINE ENTERPRISES, INC., be merged into GOLDMINE ENTERPRISES I, 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. GOLDMINE ENTERPRISES, INC., shall merge with and into GOLDMINE ENTERPRISES I, INC., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of GOLDMINE ENTERPRISES, INC., shall cease, and the GOLDMINE ENTERPRISES I, INC., shall succeed to all the rights, privileges,

immunities, and franchises, and all the property, real, personal, and mixed of GOLDMINE ENTERPRISES, INC., without the necessity for any separate transfer. GOLDMINE ENTERPRISES I, INC., shall thereafter be responsible and liable for all liabilities and obligations of GOLDMINE ENTERPRISES, INC., and neither the rights of creditors nor any liens on the property of GOLDMINE ENTERPRISES, INC., shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of GOLDMINE ENTERPRISES, INC., into shares of the GOLDMINE ENTERPRISES I, INC., is as follows:

GOLDMINE ENTERPRISES I, INC., presently has 1,000 shares of common stock authorized and 1,000 shares issued and outstanding.

GOLDMINE ENTERPRISES, INC., presently has 500 shares of common stock issued and outstanding.

As of the date of merger each issued and outstanding share of GOLDMINE ENTERPRISES, INC., shall be converted into two (2) shares of common stock of GOLDMINE ENTERPRISES I, INC.

Until surrendered and transferred each outstanding share of GOLDMINE ENTERPRISES, INC., shall be deemed and treated for all corporate purposes to represent two (2) shares of common stock of GOLDMINE ENTERPRISES I, 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 GOLDMINE ENTERPRISES, INC., issued and outstanding on the effective date of the merger shall be converted into two (2) shares of the One Dollar (\$1.00) par value common stock of GOLDMINE ENTERPRISES I, INC., which shares of common stock of GOLDMINE ENTERPRISES I, INC., shall thereupon be issued and outstanding. However, in no event shall fractional shares of GOLDMINE ENTERPRISES I, 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 GOLDMINE ENTERPRISES I, INC., or its duly appointed agent, in such manner as GOLDMINE ENTERPRISES I, INC., shall legally require. On receipt of such share certificates, GOLDMINE ENTERPRISES I, INC., shall issue and exchange therefore certificates for shares of common stock in GOLDMINE ENTERPRISES I, 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 GOLDMINE ENTERPRISES, INC., shall not be entitled to dividends payable on shares of stock in GOLDMINE ENTERPRISES I, 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 GOLDMINE ENTERPRISES I, 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/her shares in GOLDMINE ENTERPRISES I, INC.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of GOLDMINE ENTERPRISES I, 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 GOLDMINE ENTERPRISES I, 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 GOLDMINE ENTERPRISES I, INC., on the effective date of the merger shall continue as the directors and officers of GOLDMINE ENTERPRISES I, 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: Jacki Eliani, 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 September 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 GOLDMINE ENTERPRISES I, INC., or GOLDMINE ENTERPRISES, 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 GOLDMINE ENTERPRISES I, INC., or GOLDMINE ENTERPRISES, INC., on or before September 27, 2011; or

(b) If, in the judgment of the board of directors of either GOLDMINE ENTERPRISES I, INC., or GOLDMINE ENTERPRISES, 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.

GOLDMINE ENTERPRISES, INC.

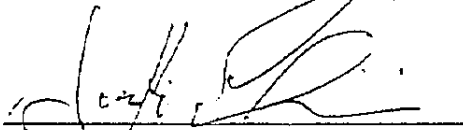
By:



JACKI ELIANI, President

GOLDMINE ENTERPRISES I, INC.,

By:



JACKI ELIANI, President