

P11000089714

(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



500213488055

10/24/11--01045--003 **78.75

2011 OCT 24 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Morgan
[Handwritten Signature]

115601

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Algrun, 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:

Jack R Loving

Contact Person

Jack R Loving, PA

Firm/Company

1323 SE Third Ave

Address

Ft Lauderdale FL 33316-1907

City/State and Zip Code

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

For further information concerning this matter, please call:

Jack R Loving

Name of Contact Person

At (954)

764-1005

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

ARTICLES OF MERGER
(Profit Corporations)

FILED
2011 OCT 24 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>Algrun, Inc.</u>	<u>Florida</u>	<u>P11000089714</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Algrun, Inc.</u>	<u>California</u>	<u>C1999913</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 _____ / _____ / _____ (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 October 19 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 October 19 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)

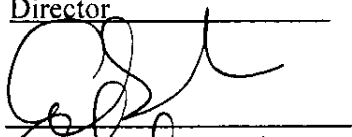
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

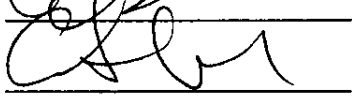
Typed or Printed Name of Individual & Title

Algrun, Inc. (Florida)



Alan Grunfeld, President & Director

Algrun, Inc. (California)



Alan Grunfeld, President & Director

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of October __, 2011, is between Algrun, Inc., a California corporation ("California") and Algrun, Inc., a Florida corporation ("Florida").

RECITALS

WHEREAS, the sole shareholder of California has determined to change the place of incorporation of California from the state of California to the state of Florida;

WHEREAS, in furtherance thereof, the parties hereto desire to merge California into Florida (the "Merger"), with Florida surviving;

WHEREAS, the sole director and shareholder of California and of Florida has determined the Merger, in the manner contemplated herein, to be desirable and in the best interests of his respective corporations, and, by resolutions duly adopted, has approved and adopted this Agreement;

WHEREAS, for federal income tax purposes, it is intended that the Merger qualify as a reorganization within the meaning of section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code");

NOW, THEREFORE, in consideration of the foregoing, and of the representations, warranties, covenants and agreements contained herein, the parties hereto hereby agree as follows:

ARTICLE 1 THE MERGER

SECTION 1.1 The Merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as defined in Section 1.2), California shall be merged with and into the Florida accordance with this Agreement, and the separate corporate existence of California shall thereupon cease. Florida shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation"). The Merger shall have the effects specified in the Florida General Corporation Law (the "FGCL").

SECTION 1.2 Effective Time. The Merger shall become effective at the time of filing of the Articles of Merger with the Secretary of State of the State of Florida in accordance with the FGCL, or at such later time that the sole director and the sole shareholder hereto shall have agreed upon and designated in such filing as the effective time of the Merger (the "Effective Time").

ARTICLE 2 ARTICLES OF INCORPORATION AND BYLAWS OF THE SURVIVING CORPORATION

SECTION 2.1 Articles of Incorporation. The articles of incorporation of Florida in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation, until duly amended in accordance with applicable law.

SECTION 2.2 Bylaws. The bylaws of Florida in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation, until duly amended in accordance with applicable law.

ARTICLE 3 DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

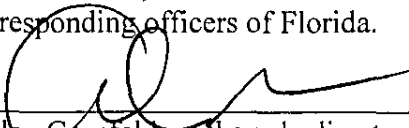
SECTION 3.1 Director and Officers of Surviving Corporation. The director and officers of Florida immediately prior to the Effective Time shall be the director and officers of the Surviving Corporation as of the Effective Time.

ARTICLE 4 CONVERSION OF FLORIDA COMMON STOCK, EXISTENCE

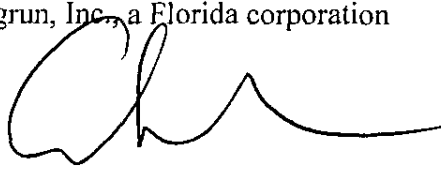
SECTION 4.1 Upon the effective date of this Merger, all the outstanding shares of stock of California shall be cancelled and cease to exist without any action being needed on the part of the shareholder. Inasmuch as the sole shareholder of California is also the sole shareholder of Florida no stock will be issued by Florida in connection with this Merger.

SECTION 4.2. On the effective date of this Merger, the separate existence of California shall cease, and all its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon Florida, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by Florida to evidence such transfer, shall at any time, or from time to time, be made delivered in the name of California by the last officers thereof, or by the corresponding officers of Florida.

Dated: October 20, 2011

By: 
Alan Grunfeld, as the sole director of:
Algrun, Inc., a California corporation, and
Algrun, Inc., a Florida corporation

Dated: October 20, 2011

By: 
Alan Grunfeld, as the sole shareholder of:
Algrun, Inc., a California corporation, and
Algrun, Inc., a Florida corporation