

P11000106441

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6380

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**MERGER OR SHARE EXCHANGE  
QUEEN LATIFAH, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

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Corporate Filing Menu

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AR  
12/29/11

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Queen Latifah, Inc.

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Vickie Basil

(Contact Person)

Eisenberg Tanchum & Levy

(Firm/Company)

675 Third Avenue, Suite 2900

(Address)

New York, New York 10017

(City, State and Zip Code)

For further information concerning this matter, please call:

Michael L. Tanchum

(Name of Contact Person)

at ( 212 ) 599-0777

(Area Code and Daytime Telephone Number)

☒ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



December 28, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

QUEEN LATIFAH, INC.  
119 WASHINGTON AVENUE  
MIAMI BEACH, FL 33139

SUBJECT: QUEEN LATIFAH, INC.  
REF: P11000106441

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 remove the reference to Queen Latifah, Inc. (Florida) in the first paragraph of the articles of merger (page 1) and the first paragraph of the plan of merger (page 4) since a corporation can not be both merging and surviving.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

FAX Aud. #: H11000302034  
Letter Number: 511A00028693

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Merger  
For  
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Queen Latifah, Inc.	New Jersey	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Queen Latifah, Inc.	Florida	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

The Plan of Merger was adopted by the Board of Directors of Queen Latifah, Inc. (New Jersey) on 12/23/2011.

The Plan of Merger was adopted by the Board of Directors of Queen Latifah, Inc. (Florida) on 12/23/2011.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 1, 2012

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

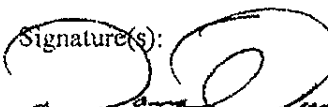

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Queen Latifah, Inc., a		Dana Owens
Florida corporation		
Queen Latifah, Inc., a		Dana Owens
New Jersey corporation		

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Queen Latifah, Inc.	New Jersey	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Queen Latifah, Inc.	Florida	Corporation

**THIRD:** The terms and conditions of the merger are as follows:

Effective January 1, 2012, Queen Latifah, Inc. ("QL-NJ"), a New Jersey corporation shall merge with and into Queen Latifah, Inc. ("QL-FL"), a Florida corporation. QL-FL shall be the surviving company and shall continue its existence as a corporation under the laws of the State of Florida. Upon such merger, the corporate existence of QL-NJ shall cease.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Effective January 1, 2012, by virtue of the merger and without any action on the part of QL-FL, QL-NJ or the holder of any security each share of common stock, without par value, of QL-NJ issued and outstanding shall be converted into and become one validly issued, fully paid and non assessable share of common stock, without par value of QL-FL, the surviving corporation.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

*(Attach additional sheet if necessary)*



**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

None

*(Attach additional sheet if necessary)*