

P120000018027

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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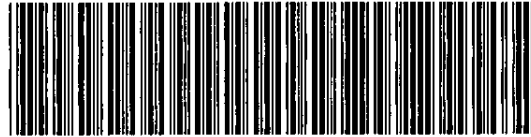
(Business Entity Name)

(Document Number)

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12 MAR 20 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AKG  
FILED

*Merfor*

MAR 21 2012

T. LEMIEUX

# INC Corporate Services

Tel: 718-888-7773 Fax: 718-888-8559

Mailing Address:  
45-04 162<sup>ND</sup> street  
Suite 205  
Flushing, NY 11358  
Tel: 718-888-7773  
Fax: 718-888-8559

## Services Rendered:

- Incorporations
- LLCs
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- UCC/Jud

March 16, 2012

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

Re: **Empire State of Khans Inc.**

Please file this Articles of Merger as **EXPEDITED SERVICE** and return a filed copy to our office as soon as possible. Enclosed please find:

1. Articles of Merger
2. Plan of Merger
3. Check for \$70 filing fee
4. Fedex "return" slip

Please return the filed copy via **Fedex Standard Overnight** using our **RETURN ENVELOPE**.

Thank you in advance.

Sincerely,

H. Don Ahn  
INC Corporate Services

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Empire State of Khans 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:

H. Don Ahn

Contact Person

INC Corporate Services

Firm/Company

45-04 162<sup>nd</sup> St., #205

Address

Flushing, NY 11358

City/State and Zip Code

CS@incfilings.com

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

For further information concerning this matter, please call:

H. Don Ahn

Name of Contact Person

At (718) 888-7773

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

APPROVED  
AND  
FILED  
12 MAR 20 PM 3:16  
SECURITY OF  
TALLAHASSEE  
IN ACT

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Empire State of Khans Inc.	Florida	P12000018027

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Empire State of Khans Inc.	New York	N/A

**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 3/1/12

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 3/1/12.

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

Empire State of Khans Inc.

*Isaac Khan*

Isaac Khan, President

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**(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:

### Jurisdiction

## Florida

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

### Jurisdiction

New York

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

See attached

**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

*(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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

The terms and conditions of the merger are as follows:

(a) Empire State of Khans Inc. (NY), the merging corporation, has outstanding 200 shares of common stock at no par value. Empire State of Khans Inc. (FL), the surviving corporation, has outstanding 200 shares of common stock at no par value. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

(b) All the outstanding shares of Empire State of Khans Inc. (FL), the surviving corporation, shall remain unchanged in the hands of the holders thereof as outstanding shares of the surviving corporation.

(c) No cash or other consideration shall be paid or delivered for the shares of Empire State of Khans Inc. (NY), the merging corporation, and the certificates for such shares shall be converted into shares of Empire State of Khans Inc. (FL), the surviving corporation, at the rate of one share for each one share of the surviving corporation.

(d) The certificate of incorporation and by-laws of Empire State of Khans Inc. (FL) shall remain unchanged until amended or changed as provided therein or as provided by law. The officers and directors of Empire State of Khans Inc. (FL) shall remain as the officers and directors of the surviving corporation.

(e) All the property, real or personal; rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action and every other asset of Empire State of Khans Inc. (NY) shall be transferred to, vest in and devolve upon Empire State of Khans Inc. (FL), the surviving corporation, without further act or deed and every interest of the surviving corporation and Empire State of



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Khans Inc. (NY) shall be as effectively the property of the surviving corporation, Empire State of Khans Inc. (FL).

(f) The surviving corporation, Empire State of Khans Inc. (FL) shall assume and be liable for all the liabilities, obligations and royalties of Empire State of Khans Inc. (NY), the merging corporation.