

P/2000042313

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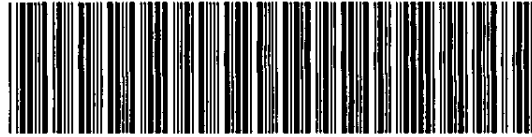
(Business Entity Name)

(Document Number)

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Merge

FILED
12 MAY 29 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAY 30 2012
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Zale-AZF, 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:

Audrey Z. Flannery

Contact Person

Zale-AZF, Inc.

Firm/Company

605 Andrews Avenue

Address

Delray Beach, FL 33483

City/State and Zip Code

Audrey.Cramer@cushwake.com

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

For further information concerning this matter, please call:

Audrey Z. Flannery

Name of Contact Person

At (202)

739-0380

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

12 MAY 29 PM 3:30

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)
Zale-AZF, Inc.	Florida	P12000042313

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Zale-AZF, Inc.	Florida	P12000042313
Cramer, Inc.	Washington, DC	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 5/15/2012.

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 5/15/2012.

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)

[illegible]

Cramer, Inc.

Audrey Flannery Audrey
Audrey Flannery Audrey

Audrey Z. Flannery, President

Audrey Z. Flannery, President

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Zale-AZF, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Zale-AZF, Inc.</u>	<u>Florida</u>
<u>Cramer, Inc.</u>	<u>Washington, DC</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

Cramer Inc. shall merge with and into Zale-AZF, Inc, which shall be the surviving corporation. On the effective date of the merger, the separate existence of Cramer, Inc. shall cease, and Zale-AZF, Inc. shall succeed to all the rights and obligations of Cramer, Inc.

The sole shareholder and officer of Zale-AZF, Inc. on the effective date of the merger shall continue to be the sole shareholder and officer of Zale-AZF, Inc.

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:

Each share of the common stock of Cramer, Inc. issued and outstanding as of the effective date of merger shall be converted into an equal number of shares of common stock of Zale-AZF, Inc. on a one-for-one basis.

(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:

The articles of incorporation of the Zale-AZF, Inc., as in effect immediately prior to the effective date of the merger, shall remain the articles of incorporation of Zale-AZF, Inc.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: