

Jan. 17. 2013 4:12PM

No. 3552 P.P. 2/7/11

P13000005526

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H13000013767 3)))



H130000137673ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GERALD WEINBERG, P.C.
Account Number : 120030000043
Phone : (800) 342-9856
Fax Number : (800) 354-3381

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

2012 JAN 17 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**MERGER OR SHARE EXCHANGE
VERDERAME CONSTRUCTION CO. INC. OF FLORIDA**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

merger

JAN 18 2013

T. LEWIS

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

13 JAN 17 AM 8:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Jan. 17. 2013 4:12PM

No. 3552 P. 3/7



January 17, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

VERDERAME CONSTRUCTION INC. OF FLORIDA

601 N. CONGRESS AVENUE

SUITE 302

DELRAY BEACH, FL 33445

SUBJECT: VERDERAME CONSTRUCTION INC. OF FLORIDA

REF: P13000005526

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6050.

Thelma Lewis
Document Specialist Supervisor

FAX Aud. #: H13000012887
Letter Number: 713A00001349

name has been corrected - 1/17

Jan. 17, 2013 4:12PM

C#130000137673

No. 3552 P. 4/7

FILED

2012 JAN 17 AM 8:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Name

Jurisdiction

Document Number

(if known/ applicable)

VERDERAME CONSTRUCTION
CO. INC. OF FLORIDA

FLORIDA

P130000D5526

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Document Number

(if known/ applicable)

VERDERAME CONSTRUCTION CO., INC. NEW YORK

#206102

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 1/15/2013

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 1/15/2013

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))

C#130000137673

CH/30000137673)

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>
VERDERAME CONSTRUCTION CO. INC. OF FLORIDA	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
VERDERAME CONSTRUCTION CO., INC.	NEW YORK
_____	_____
_____	_____
_____	_____
_____	_____

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

The merging corporation shall merge into the surviving corporation, and the sole shareowner of the merging corporation, the Trust under Article Ninth of the Will of Frank Verderame, shall be the sole shareowner of the surviving corporation.

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:

The 100 no par value shares of the merging corporation shall become 200 no par value shares of the surviving corporation at a rate of 1 to 2.

CH/30000137673)

Jan. 17. 2013 4:13PM

CH/50000137673)

No. 3552 P. 6/7

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:

CH/30000137673)

(H1 300001371673)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

VERDERAME CONSTRUCTION CO., INC.
VERDERAME CONSTRUCTION
CO., INC. OF FLORIDA

Chas. H. Johnson

ANTHONY VERDERAME, PRESIDENT

ANTHONY VERDERAME, PRESIDENT

(#120000137673)