

P13000029781

(Requestor's Name)

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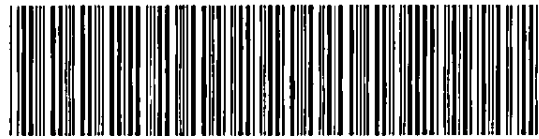
(Business Entity Name)

(Document Number)

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FLORIDA FILING & SEARCH SERVICES, INC.

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155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE:

10/29/19

NAME:

ALIBERZY 18 U CORP

TYPE OF FILING: MERGER

COST:

70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

FILED
OCT 29 PM 1:33
TALLAHASSEE, FL
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ALIBERZY IS U CORP

Name of Surviving Corporation

2013 OCT 29 PM 1:38
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Irina Roth Neumann, Esq.

Contact Person

Roth Private Advising Law

Firm/Company

78 SW 7th St., Suite 500

Address

Miami, FL 33130

City/State and Zip Code

irina@rothpalaw.com

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

For further information concerning this matter, please call:

Irina Roth Neumann, Esq.

Name of Contact Person

At (305) 7988878

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)

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)
ALIBERZY 18 U CORP	Florida	P13000029781

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DABEK INVESTMENTS CORP.	Florida	P19000076769

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
10/24/19 _____ 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
10/24/19 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

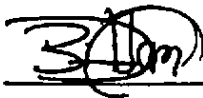
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

ALIBERZY 18 U CORP



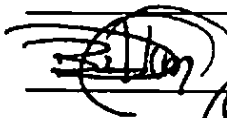
David Bittan, President/Director

ALIBERZY 18 U CORP



Becky Sheero, Vice President/Director

DABEK INVESTMENTS CORP.



David Bittan Obadia, President/Director

DABEK INVESTMENTS CORP.



Becky Sheero, Vice President/Director

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "**Agreement**") is dated as of October 24, 2019 (the "**Effective Date**"), by and between ALIBERZY 18 U CORP, a Florida corporation ("**Acquiror**"), and DABEK INVESTMENTS CORP., a Florida corporation (the "**Company**" and, collectively with the Acquiror, the "**Parties**").

RECITALS

WHEREAS, the respective Boards of Directors of the Acquiror and the Company have each adopted this Agreement and the transactions contemplated therein, in each case after making a determination that this Agreement and such transactions are advisable and fair to, and in the best interests of, their respective corporation and its shareholders;

WHEREAS, pursuant to the transactions contemplated by this Agreement and on the terms and subject to the conditions set forth herein, the Company, in accordance with the Florida Business Corporation Act (the "**FBCA**"), will merge with and into the Acquiror, with the Acquiror as the surviving corporation (the "**Merger**");

WHEREAS, for US federal income tax purposes, the Parties intend to the fullest extent applicable that the Merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended; and

NOW, THEREFORE, in consideration of the mutual covenants, terms, and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

ARTICLE I: MERGER

1.1. Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the FBCA, the Company shall be merged with and into the Acquiror as of the Effective Date. As of the Effective Date, the separate corporate existence of the Company shall cease and the Acquiror shall be the surviving corporation (the "**Surviving Corporation**"). The effects and consequences of the Merger shall be as set forth in this Agreement and the FBCA.

1.2. Organizational Documents. The bylaws of the Acquiror then in effect at the Effective Date shall be the bylaws of the Surviving Corporation until thereafter amended as provided therein or by the FBCA.

1.3. Board of Directors and Officers. The directors and officers of the Acquiror immediately prior to the Effective Date shall be the directors of the Surviving Corporation from and after the Effective Date and shall hold office until the earlier of their respective death, resignation, or removal or until their respective successors are duly elected or appointed and qualified in the manner provided for in the articles of incorporation and bylaws of the Surviving Corporation or as otherwise provided by the FBCA.

ARTICLE II: CONVERSION OR CANCELLATION OF SHARES

2.1. Conversion or Cancellation of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the Acquiror, the Company, or the Company's shareholders:

(a) Each ten (10) of the Company's common shares ("**Company Common Shares**") issued and outstanding immediately prior to the Effective Date shall be converted into the right to receive one (1) validly issued, fully paid and non-assessable common share, of the Surviving Corporation ("**Surviving Corporation Common Shares**");

(b) Each Company Common Share that is owned by the Acquiror or the Company (as treasury

shares or otherwise) will automatically be canceled and retired and will cease to exist, and no consideration will be delivered in exchange therefor; and

(c) Each share of the Acquiror issued and outstanding immediately prior to the Effective Date shall remain outstanding following the consummation of the Merger.

2.2. Share Certificates. Upon surrender by the shareholders of the Company of the certificate or certificates (the "Certificates") that immediately prior to the Effective Date evidenced outstanding shares of Company Common Shares to Acquiror for cancellation, together with a duly executed letter of transmittal and such other documents as Acquiror shall require, the holder of such Certificates shall be entitled to receive in exchange therefor one or more Surviving Corporation Common Shares representing, in the aggregate, the whole number of shares that such holder has the right to receive pursuant to Section 2.1. above after taking into account all Company Common Shares then held by such holder. Each Certificate surrendered pursuant to the previous sentence shall forthwith be canceled. Until so surrendered and exchanged, each such Certificate shall, after the Effective Date, be deemed to represent only the right to receive Surviving Corporation Common Shares pursuant to Section 2.1., and until such surrender or exchange, no such Surviving Corporation Common Shares shall be delivered to the holder of such outstanding Certificate in respect thereof.

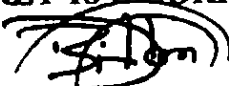
ARTICLE III: OTHER PROVISIONS


3.1. Notices. All notices, requests, demands or other communications required or permitted by the terms of this Agreement will be given in writing and delivered to the Parties at the addresses provided in the preamble of this Agreement or to such other address as either Party may from time to time notify the other, and will be deemed to be properly delivered (a) immediately upon being served personally, (b) two days after being deposited with the postal service if served by registered mail, or (c) the following day after being deposited with an overnight courier.

3.2. Entire Agreement. This Agreement, together with the articles of merger, constitutes the sole and entire agreement of the Parties to this Agreement with respect to the subject matter contained herein and therein, and supersedes all prior and contemporaneous understandings, representations and warranties and agreements, both written and oral, with respect to such subject matter.


IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the date first written above.


ALIBERZY 18 LLC CORP, ACQUIROR

By: 
David Bittan, President/Director

By: 
Becky Sheero, Vice President/Director

DABEK INVESTMENTS CORP., COMPANY

By: 
David Bittan Obadia, President/Director

By: 
Becky Sheero, Vice President/Director