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**MERGER OR SHARE EXCHANGE  
VAPORIN ACQUISITIONS, INC.**

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**ARTICLES OF MERGER  
OF  
THE VAPE STORE, INC., A FLORIDA CORPORATION  
INTO  
VAPORIN ACQUISITIONS, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of Chapter 607, Florida Statutes, Section 607.1105 of the Florida Business Corporation Act, the undersigned Florida corporations adopt the following Articles of Merger:

1. The Vape Store, Inc., a Florida corporation, whose address is 619 SE 9<sup>th</sup> Place, Cape Coral, Florida 33990, and Vaporin Acquisitions, Inc., a Florida corporation, whose address is 4400 Biscayne Boulevard, Suite 850, Miami, Florida 33137, being validly and legally formed under the laws of the State of Florida, have adopted the Plan of Merger (the "Plan of Merger") which is attached hereto as Exhibit A and which is hereby made a part hereof.

2. The Florida documents/registration number for the corporations are as follows:

- a. The Vape Store, Inc., a Florida corporation  
Florida documents/registration number: P12000046892
- b. Vaporin Acquisitions, Inc., a Florida corporation  
Florida documents/registration number: P14000063836

3. The name and address of the surviving corporation are as follows:

Vaporin Acquisitions, Inc., a Florida corporation  
4400 Biscayne Boulevard, Suite 850  
Miami, Florida 33137

4. The Plan of Merger shall become effective upon the filing of these Articles of Merger with the Department of State.


5. The Plan of Merger meets the requirements of Section 607.1105, Florida Statutes, and was approved and adopted on August 29, 2014 by the shareholders of each corporation in accordance with Chapter 607, Florida Statutes.

6. The corporations have obtained all shareholder, officer, and board of directors consents necessary to legally approve the Plan of Merger.

7. These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 29th day of August, 2014.

VAPORIN ACQUISITIONS, INC., a Florida corporation

By:   
Scott Frohman, its President

THE VAPE STORE, INC., a Florida corporation


By:   
Christy Cantrell, its President

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER is made this 9 day of August, 2014, between VAPORIN ACQUISITIONS, INC., a Florida corporation (the "Surviving Corporation") and THE VAPE STORE, INC., a Florida corporation (the "Absorbed Corporation").

WITNESSETH:

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4400 Biscayne Boulevard, Suite 850, Miami, Florida 33137.

B. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 619 SE 9<sup>th</sup> Place, Cape Coral, Florida 33990.

C. The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1101, 607.1103 and other applicable sections of the Florida Statutes.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

1. Recitals. The foregoing recitals are true.
2. Names of Merging Corporations. The name and address of the corporations planning to merge are as follows:

- a. THE VAPE STORE, INC., a Florida corporation  
619 SE 9<sup>TH</sup> Place  
Cape Coral, Florida 33990
- b. VAPORIN ACQUISITIONS, INC., a Florida corporation  
4400 Biscayne Boulevard, Suite 850  
Miami, Florida 33137

AT

3. Surviving Corporation. The name and address of the Surviving Corporation are as follows:

VAPORIN ACQUISITIONS, INC., a Florida corporation  
4400 Biscayne Boulevard, Suite 850  
Miami, Florida 33137

4. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the real and personal property of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

5. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares, obligations or other securities of the Surviving Corporation and the manner and basis of converting rights to acquire shares of the Surviving Corporation into rights to acquire shares, obligations or other securities of the Surviving Corporation are as follows:

a. Each share of the shares of \$1.00 par value common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of no par value common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. There are no fractional shares of the Absorbed Corporation outstanding and no fractional shares shall be issued in connection with the merger.

b. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided in subparagraph (a) above.

6. Changes in Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.


7. Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

8. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation.

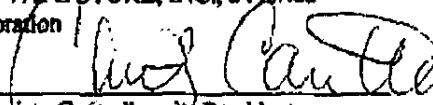
9. Effective Date of Merger. The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date set forth above.

VAPORIN ACQUISITIONS, INC., a Florida corporation

By:   
Scott Frohman, as its President

THE VAPESTORE, INC., a Florida corporation

By:   
Christy Cantrell, as its President