

P1500009121

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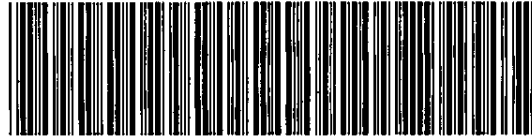
(Business Entity Name)

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15 DEC 28 AM 6:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Merger

JAN 04 2016

N. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sales, Sales, and More Sales, 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:

Bradley Gies

Contact Person

The law Office of Bradley Gies P.A.

Firm/Company

301 Clematis Street, suite 3000

Address

West Palm Beach, FL 33401

City/State and Zip Code

bradgies@gieslaw.com

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

For further information concerning this matter, please call:

Bradley Gies

Name of Contact Person

At (240) 670-4437

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

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FLORIDA ARTICLES OF MERGER

15 DEC 28 AM 6:25

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105 – 607.1107, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

Name: Sales, Sales, and More Sales, Inc.

Jurisdiction: Florida

Document Number: P15000099121

Second: The name and jurisdiction of each merging corporation:

Name: Sales, Sales, & More Sales, Inc.

Jurisdiction: New York

DOS ID Number: 3027707

Third: The Plan of Merger is attached

Fourth: The merger shall become effective on December 30th, 2015.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/21/15.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on 12/21/15.

Seventh: SIGNATURES FOR EACH CORPORATION

Sales, Sales, and More Sales, Inc. (Florida)

By: 

Name: Irwin Abouaf

Title: President and CEO

Sales, Sales, & More Sales, Inc. (New York)

By: 

Name: Irwin Abouaf

Title: President and CEO

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with section 902 and 907 of the Business Corporation Law of the State of New York.

First: The name and jurisdiction of the surviving corporation:

Name: Sales, Sales, and More Sales, Inc.

Jurisdiction: Florida

Document Number: P15000099121

Hereinafter referred to as ("Surviving Company")

Second: The name and jurisdiction of the merging corporation:

Name: Sales, Sales, & More Sales, Inc.

Jurisdiction: New York

DOS ID Number: 3027707

Hereinafter referred to as ("Merged Company")

Third: As to each constituent corporation, the designation and number of outstanding shares of each class and series, specifying the classes and series entitled to vote and further specifying each class and series, if any, entitled to vote as a class:

The following represents all outstanding shares of Surviving Corporation or Merged Corporation.

Name: Sales, Sales, and More Sales, Inc.

Jurisdiction: Florida

# of Shares	Type of Stock	# Entitled to Vote
200	No Par Value (common stock)	200

Name: Sales, Sales, & More Sales, Inc.

Jurisdiction: New York

# of shares	Type of Stock	# Entitled to Vote
200	No Par Value (common stock)	200

Fourth: The effective date of the merger shall be December 30, 2015 ("Effective Date").

Fifth: The terms and conditions of the proposed merger or consolidation, including the manner and basis of converting the shares of each constituent corporation into shares, bonds or other securities of the surviving or consolidated corporation, or the cash or other consideration to be paid or delivered in exchange for shares of each constituent corporation, or a combination thereof, are as follows:

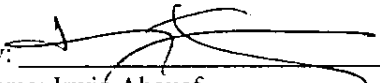
At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of Merged Company common stock shall be changed and converted into one (1) validly issued, fully paid share of Surviving Company common stock and each share of Surviving Company common stock shall be cancelled without any consideration being issued or paid therefor.

Sixth: On the Effective Date, the Surviving Company shall succeed to all of the rights, privileges, debts, liabilities, powers, and property of the Merged Corporation.

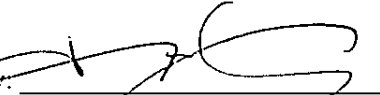
Seventh: No amendments or changes in the certificate of incorporation of the surviving corporation shall be effected through this merger.

SIGNATURES FOR EACH CORPORATION

Sales, Sales, and More Sales, Inc. (Florida)

By: 
Name: Irwin Abouaf
Title: President and CEO

Sales, Sales, & More Sales, Inc. (New York)

By: 
Name: Irwin Abouaf
Title: President and CEO

NEW YORK CERTIFICATE OF MERGER

Certificate of Merger

Of

Sales, Sales, & More Sales, Inc.
A New York Corporation

And

Sales, Sales, and More Sales, Inc.
A Florida Corporation

With and Into

Sales, Sales, and More Sales, Inc.
A Florida Corporation

Under section 907 of the Business Corporation Law of the State of New York.

First: The board of directors for each of the constituent corporations has duly adopted a plan of merger (attached) setting forth the terms and conditions of the merger of the said corporations.

Second: The name and jurisdiction of the constituent corporation which is to be the surviving corporation ("Surviving Corporation") is as follows:

Name: Sales, Sales, and More Sales, Inc.
Jurisdiction: Florida
Document Number: P15000099121
Incorporation Effective Date: 12/10/15

No Application for Authority in the State of New York of the Surviving Corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York; and it is not to business within the state of New York until an Application for Authority shall have been filed by the Department of State of the State of New York.

Third: The name and jurisdiction of the constituent corporation which is being merged into the Surviving Corporation ("Merged Corporation") is as follows:

Name: Sales, Sales, & More Sales, Inc.
Jurisdiction: New York
DOS ID Number: 3027707
Initial DOS filing date: 3/17/04

Fourth: As to each constituent corporation, the designation and number of outstanding shares of each class and series, specifying the classes and series entitled to vote and further specifying each class and series, if any, entitled to vote as a class:

The following represents all outstanding shares of Surviving Corporation or Merged Corporation.

Name: Sales, Sales, and More Sales, Inc.

Jurisdiction: Florida

# of Shares	Type of Stock	# Entitled to Vote
200	No Par Value (common stock)	200

Name: Sales, Sales, & More Sales, Inc.

Jurisdiction: New York

# of shares	Type of Stock	# Entitled to Vote
200	No Par Value (common stock)	200

Fifth: The merger herein certified was authorized in respect of the Merged Corporation by the written consent of the holders of all outstanding shares of the respective corporation entitled to vote on the plan of merger. The merger is permitted by the laws of the Surviving Corporation (the State of Florida) and is in compliance therewith.

Sixth: All fees and taxes (including penalties and interest) administered by the New York department of taxation and finance which are due and payable by each constituent domestic corporation have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger (which return, if estimated, shall be subject to amendment) has been filed by each constituent domestic corporation; and the surviving or consolidated foreign corporation will within thirty days after the filing of the certificate of merger or consolidation file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by each constituent domestic corporation.

Seventh: The Surviving Corporation may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in this state, which is a constituent corporation in such merger, and for the enforcement, as provided in this chapter, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving or consolidated corporation.

Eighth: Subject to the provisions of section 623 of the Business Corporation Law of the State of New York, the Surviving Corporation will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of new York relating to the right of shareholders to receive payment for their shares.

Ninth: The secretary of state of the State of New York is hereby designated as the Surviving Corporation's agent upon whom process against it may be served in the manner set forth in paragraph (b)

of section 306 of the Business Corporation Law of the State of New York, in any action or special proceeding. The post office address to which the secretary of state shall mail a copy of any process against the Surviving Corporation served upon him is:

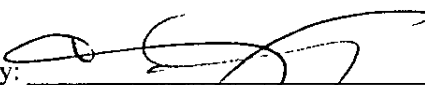
6400 W. BOYNTON BEACH BLVD
SUITE 740461
BOYNTON BEACH, FL 33474

Such post office address shall supersede any prior address designated as the address to which process shall be mailed

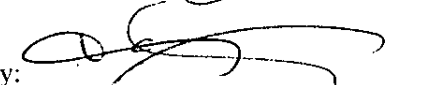
Tenth: The effective date of the merger shall be December 30th, 2015.

SIGNATURES FOR EACH CORPORATION

Sales, Sales, and More Sales, Inc. (Florida)

By: 
Name: Irwin Abouaf
Title: President and CEO

Sales, Sales, & More Sales, Inc. (New York)

By: 
Name: Irwin Abouaf
Title: President and CEO