

Amicus 5115

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

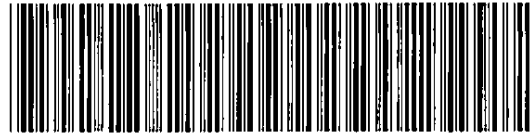
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer

*file and*

Office Use Only



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JUL 11 2017

**Incorporating Services, Ltd.**

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.Incserv.com  
e-mail: info@incserv.com

incserv

2082

**ORDER FORM**

**TO** Florida Department of State  
Division of Corporations, Clifton  
Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Stops  
mstops@incserv.com  
850.656.7953

**REQUEST DATE** 6/22/2017

**PRIORITY** Expedite

**OUR REF # (Order ID#)** 584773

**ORDER ENTITY**  
SKL MARKETING, INC.

**PLEASE PERFORM THE FOLLOWING SERVICES:**

SKL MARKETING, INC. ( FL )

File the attached merger document

**NOTES:**

\$70.00 Authorized

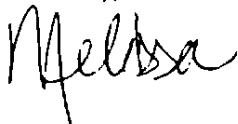
**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 11, 2017

INCSEV  
WALK IN  
TALLAHASSEE, FL

SUBJECT: SKL MARKETING, INC.  
Ref. Number: P17000058193

We have received your document for SKL MARKETING, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The money in your account is insufficient to cover the cost of filing this document. Please send additional money to cover this particular filing and other filings you wish to process.

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.

Rebekah White  
Regulatory Specialist II

Letter Number: 917A00013933

**ARTICLES OF MERGER**

**OF**

**SKL MARKETING, INC.,  
a New Jersey corporation**

**INTO**

**SKL MARKETING, INC.  
a Florida corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1105, F.S.

- FIRST: The name and jurisdiction of the surviving corporation is: SKL Marketing, Inc., a Florida corporation (the "Surviving Corporation").
- SECOND: The name and jurisdiction of the merging corporation is: SKL Marketing, Inc., a New Jersey corporation (the "Merged Corporation").
- THIRD: The Plan of Merger (the "Plan") is attached hereto as Exhibit A.
- FOURTH: The merger shall become effective on July 7, 2017 (the "Effective Date").
- FIFTH: The Plan was approved and adopted by the board of directors of the Surviving Corporation as of June 15, 2017, in accordance with the requirements of Section 607.1101 of the Act. Pursuant to Section 607.1103(7) of the Act, approval of the Plan is not required by the shareholders of the Surviving Corporation.
- SIXTH: The Plan was unanimously approved and adopted by the board of directors and the stockholders of the Merged Corporation as of June 15, 2017, in accordance with the requirements of Section 607.1101 of the Act.

The undersigned officers of the Surviving Corporation and the Merged Corporation declare that the facts herein stated are true as of the Effective Date set forth above.

SKL MARKETING, INC.,  
a New Jersey corporation

By: 

Name: STEPHEN K. LEVINE

Title: president

SKL MARKETING, INC.,  
a Florida corporation

By: 

Name: STEPHEN K. LEVINE

Title: president

**EXHIBIT A**  
**PLAN OF MERGER**

This Plan of Merger (this "Plan of Merger"), dated as of June 16, 2017, is entered into by and between SKL MARKETING, INC., a New Jersey corporation (the "Merged Company"), and SKL MARKETING, INC., a Florida corporation (the "Surviving Company"). The Merged Company and the Surviving Company are hereinafter sometimes referred to as the "Constituent Corporations."

**WITNESSETH:**

WHEREAS, the shareholders and the directors of the Merged Company and the directors of the Surviving Company have determined that it would be in the best interest of each such company, for the Merged Company to merge with and into the Surviving Company.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merged Company shall merge with and into the Surviving Company (the "Merger") in accordance with the terms and conditions of this Plan of Merger, Section 607.1101 of the Florida Business Corporation Act (the "Florida Act") and Section 14A of the New Jersey Business Corporation Act (the "New Jersey Act"). The Surviving Company shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on the date (the "Effective Date") stated in the Certificate of Merger or Articles of Merger (as defined below), provided that they are filed both with the Department of State of the State of Florida and the Department of State of the State of New Jersey on or before such date.

3. Effect of Merger. On the Effective Date: (a) the Merged Company and the Surviving Company shall become a single corporation, and the separate corporate existence of the Merged Company shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the Surviving Company shall assume the obligations of the Merged Company.

4. Articles of Incorporation, By-laws, Officers and Directors of Surviving Company. On the Effective Date: (a) the articles of incorporation of the Surviving Company shall remain and continue as the articles of incorporation of the Surviving Company until amended in the manner provided by law; (b) the by-laws of the Surviving Company shall remain and continue as

the by-laws of the Surviving Company until amended in the manner provided by law; and (c) the officers and directors of the Surviving Company shall be as follows:

**Stephen K. Levine – Director and President**

5. Conversion of Shares.

5.1 On the Effective Date, each share of the common stock of the Merged Company shall be cancelled, without any action on the part of the holders thereof.

5.2 On the Effective Date, all shares of common stock of the Surviving Company issued and outstanding immediately prior to the Effective Date, shall remain issued and outstanding.

6. Dissenter's Rights. Promptly after the Effective Date, the Surviving Company shall pay to dissenting shareholders of the Merged Company (if any) who are entitled to dissenter's rights and have complied with Sections 14A:10-3 (b) of the New Jersey Act any amounts to which they are entitled to under Chapter 11 of the New Jersey Act.

7. Service of Process of Surviving Company. On the Effective Date, the Surviving Company shall be deemed to have agreed to service of process in the state of New Jersey with respect to (i) a proceeding for the enforcement of an obligation of a Constituent Corporation, and (ii) a proceeding for the enforcement of the rights of a Constituent Corporation's dissenting shareholder(s), if any. The Surviving Company hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process pursuant to Section 14A:10-7 (c) (ii), New Jersey Statutes, in any such proceeding. Copies of any documents served upon the Secretary of State in any such proceeding shall be forwarded by certified mail to the following address:

SKL Marketing, Inc.  
c/o 200 S. Biscayne Blvd., Suite 4100 (LAD)  
Miami, FL 33131

8. Supplemental Action. If at any time after the Effective Date, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Company or the Merged Company, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

9. Filing with the Florida and New Jersey Secretary of State. The Surviving Company and the Merged Company shall cause their respective officers to execute Articles or a Certificate of Merger for filing with the Department of State of the States of Florida and New Jersey.

10. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document. Fax or electronic signatures on this document shall have the same force and effect as original signatures.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

**THE MERGED COMPANY:**

SKL MARKETING, INC.,  
a New Jersey corporation

By: 

Name: STEPHEN K. LEVINE

Title: President

**THE SURVIVING COMPANY:**

SKL MARKETING, INC.,  
a Florida corporation

By: 

Name: STEPHEN K. LEVINE

Title: President