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P2000017536

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MERGER OR SHARE EXCHANGE

EI Global, Inc.

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

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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105 of the Florida Statutes.

ARTICLE I

The name and jurisdiction of the surviving corporation is EI Global, Inc., a Florida corporation, whose address is 13350 International Parkway, Suite 105, Jacksonville, FL 32218. The document number of the surviving corporation is P20000017536.

ARTICLE II

The name and jurisdiction of the merging corporation is Image Partners, Inc., a Florida corporation. The document number of the merging corporation is P03000095148.

ARTICLE III

The merger was approved by each domestic merging corporation in accordance with s. 607.1101(1)(b); and by the organic law governing the other party to the merger.

ARTICLE IV

The surviving corporation existed before the merger and is a domestic filing entity.

ARTICLE V

The Plan and Agreement of Merger was unanimously adopted by the board of directors and the shareholders of the surviving corporation on December 22, 2021.

ARTICLE VI

The Plan and Agreement of Merger was unanimously adopted by the Board of Directors and the shareholders of the Merging Corporation on December 22, 2021.

ARTICLE VII

The effective date of this merger shall be at the time these Articles of Merger shall have been duly filed with the Florida Secretary of State; provided, however, for tax and accounting purposes the effective date of the merger shall be December 31, 2021.

Michael N. Schneider, Esq.
Florida Bar No. 166929
Ansbacher & Schneider, P.A.
5150 Belfort Road, Building 100
Jacksonville, FL 32256
(904) 296-0100
190515

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Agreement") dated the 31st day of December, 2021 by and between GI Global, Inc., a Florida corporation (the "Surviving Corporation") and Image Partners, Inc., a Florida corporation (the "Merging Corporation").

Section One. Merger. The Merging Corporation shall merge with and into the Surviving Corporation.

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

Section Three. The Surviving Corporation and the Merging Corporation agree that the Merging Corporation shall be merged into the Surviving Corporation as a single corporation, upon the terms and conditions of this Agreement and that the Surviving Corporation shall continue under the laws of the State of Florida as the surviving corporation, and that such corporations further agree as follows:

a. On the Effective Date each share of common stock of the Merging Corporation issued and outstanding immediately before the Effective Date, by virtue of the merger and without any action on the part of the holder of shares of the stock of the Merging Corporation, shall be cancelled. Since the sole shareholder of the Merging Corporation and the sole shareholder of the Surviving Corporation are the same, no additional shares of stock will be issued.

b. Each issued and outstanding share of common stock of the Surviving Corporation, par value One (\$1.00) Dollar per share, shall continue as one share of common stock of the Surviving Corporation, par value One (\$1.00) Dollar per share.

Section Four. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as on file with the office of the Florida Secretary of State, and any amendments thereto, on the date of this Agreement shall continue to be its Articles of Incorporation following the effective date of the merger. The terms and provisions of the Articles of Incorporation, and any amendments thereto, shall be incorporated into this Agreement.

Section Five. Changes in Bylaws. The Bylaws of the Surviving Corporation in effect on the date of filing the Articles of Merger shall be the Bylaws of the Surviving Corporation until such Bylaws shall be altered, amended or repealed or until new Bylaws are adopted as provided in them.

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

El Global, Inc.
a Florida corporation

Image Partners, Inc.
a Florida corporation

By: Michael Schneider
Michael Schneider,
Authorized Representative

By: Michael Schneider
Michael Schneider,
Authorized Representative

"Surviving Corporation"

"Merging Entity"