

P23000023055

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(Business Entity Name)

(Document Number)

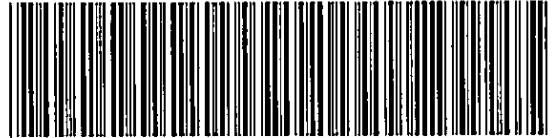
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: M & N Marketing Insurance Services, Inc.
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Thomas J. Welch

Contact Person

Fenelli Law Firm

Firm/Company

24800 Chrisanta Drive, St.110

Address

Mission Viejo, CA 92691

City/State and Zip Code

thomas@fenelli.com

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

For further information concerning this matter, please call:

Michele G. Miranda

Name of Contact Person

At (**714**) **474-3374**

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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** entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
M & N Marketing Insurance Services, Inc.	Florida	Corporation	P23000023055

SECOND: The name and jurisdiction of each **merging** eligible entity:


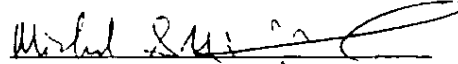
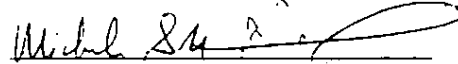
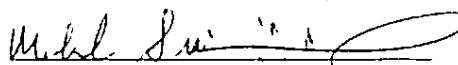
<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
M & N Marketing Insurance Services, Inc.	California	Corporation	3120855
			3178718

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
M & N Marketing Insurance Services, Inc. (Florida)		Michele G. Miranda, President
M & N Marketing Insurance Services, Inc. (California)		Michele G. Miranda, President
M & N Marketing Insurance Services, Inc. (Florida)		Michele G. Miranda, Director
M & N Marketing Insurance Services, Inc. (California)		Michele G. Miranda, Director

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

**ACTIONS ON UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF M & N MARKETING INSURANCE SERVICES, INC.,
A CALIFORNIA CORPORATION**

The undersigned, being all of the Directors of M & N Marketing Insurance Services, Inc., a California Corporation, acting by unanimous written consent without a meeting pursuant to California Corporations Code Section 307(b), consent to and adopt the following resolution:

**MERGER OF M & N MARKETING INSURANCE SERVICES, INC., a California Corporation
and M & N MARKETING INSURANCE SERVICES, INC., a Florida Corporation**

WHEREAS, the Directors have determined that it is in the best interests of this Corporation and their shareholders that M & N Marketing Insurance Services, Inc., a California Corporation (the Disappearing Corporation) be merged with M & N Marketing Insurance Services, Inc. a Florida Corporation (the Surviving Corporation) in accordance with Florida Business Corporate Act Section 607.1101 et seq. and California Corporations Code Section 1100 et seq.

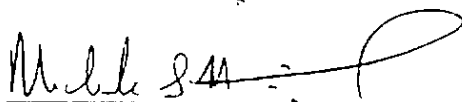
RESOLVED, that the Officers and Directors of this Corporation are authorized and directed to take appropriate measures to obtain the vote or written consent of shareholders, who represent One Hundred Percent (100%) of the voting power to merge M & N Marketing Insurance Services, Inc., a California Corporation and M & N Marketing Insurance Services, Inc., a Florida Corporation.

RESOLVED FURTHER, that as soon as the shareholders have given their written consent to the merger, the Directors and Officers of this Corporation are authorized to complete and file with the Florida Secretary of State the Articles of Merger between M & N Marketing Insurance Services, Inc., a California Corporation and M & N Marketing Insurance Services, Inc., a Florida Corporation, as well as file with the California Secretary of State a conformed copy of the filed Articles of Merger from the State of Florida once received.

RESOLVED FURTHER, that, on the commencement of proceedings to merge M & N Marketing Insurance Services, Inc., a California Corporation and M & N Marketing Insurance Services, Inc., a Florida Corporation, the Directors of this Corporation are authorized and directed to prepare and file any other documents and to take all other actions as necessary or advisable in connection with the merger, including all acts necessary to transfer property to the surviving corporation, which will be M & N Marketing Insurance Services, Inc., a Florida Corporation.

The Board of Directors of M & N Marketing Insurance Services, Inc., a California Corporation, have unanimously approved this Resolution.

Dated: March 27, 2023

A handwritten signature in black ink, appearing to read 'Michele G. Miranda', is written over a horizontal line.

Michele G. Miranda, Sole Director

**ACTIONS ON UNANIMOUS WRITTEN CONSENT OF
THE SHAREHOLDERS OF M & N MARKETING INSURANCE
SERVICES, INC.,
A CALIFORNIA CORPORATION**

The undersigned, being all of the shareholders of M & N Marketing Insurance Services, Inc., a California Corporation, acting by unanimous written consent without a meeting pursuant to California Corporations Code Section 603 hereby consent to the following resolution:

**MERGER OF M & N MARKETING INSURANCE SERVICES, INC., a California
Corporation and M & N MARKETING INSURANCE SERVICES, INC., a Florida
Corporation**

WHEREAS, it is in the best interests of this Corporation and of the shareholders that M & N Marketing Insurance Services, Inc., a California Corporation (the Disappearing Corporation) be merged with M & N Marketing Insurance Services, Inc., a Florida Corporation (the Surviving Corporation) in accordance with Florida Business Corporate Act Section 607.1101 et seq. and California Corporations Code Section 1100 et seq.

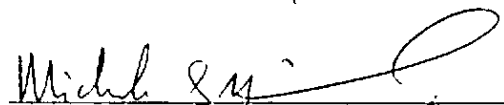
RESOLVED, that the shareholders unanimously consent to the merger of M & N Marketing Insurance Services, Inc., a California Corporation and M & N Marketing Insurance Services, Inc., a Florida Corporation.

RESOLVED FURTHER, that the Directors are authorized and directed to take all actions necessary or proper to complete the merger of M & N Marketing Insurance Services, Inc., a California Corporation and M & N Marketing Insurance Services, Inc., a Florida Corporation, including filing with the Florida Secretary of State the Articles of Merger, as well as filing with the California Secretary of State a conformed copy of the filed Articles of Merger from the State of Florida once received.

RESOLVED FURTHER, that the undersigned shareholders waive their right to written notice of any of the merger proceedings.

IN WITNESS WHEREOF, the undersigned shareholders, have executed this written consent, and hereby state that the undersigned owns all of the issued shares that are entitled to vote.

Dated: March 28, 2023,

A handwritten signature in black ink, appearing to read "Michele G. Miranda", is written over a horizontal line.

Michele G. Miranda, Sole Shareholder

**ACTIONS ON UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF M & N MARKETING INSURANCE SERVICES, INC.,
A FLORIDA CORPORATION**

The undersigned, being all of the Directors of M & N Marketing Insurance Services, Inc., a Florida Corporation, acting by unanimous written consent without a meeting pursuant to Florida Business Corporate Act Section 607.0821, consent to and adopt the following resolution:

**MERGER OF M & N MARKETING INSURANCE SERVICES, INC., a California Corporation
and M & N MARKETING INSURANCE SERVICES, INC., a Florida Corporation**

WHEREAS, the Directors have determined that it is in the best interests of this Corporation and their shareholders that M & N Marketing Insurance Services, Inc., a California Corporation (the Disappearing Corporation) be merged with M & N Marketing Insurance Services, Inc., a Florida Corporation (the Surviving Corporation) in accordance with Florida Business Corporate Act Section 607.1101 et seq. and California Corporations Code Section 1100 et seq.

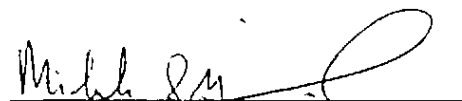
RESOLVED, that the Officers and Directors of this Corporation are authorized and directed to take appropriate measures to obtain the vote or written consent of shareholders, who represent One Hundred Percent (100%) of the voting power to merge M & N Marketing Insurance Services, Inc., a California Corporation and M & N Marketing Insurance Services, Inc., a Florida Corporation.

RESOLVED FURTHER, that as soon as the shareholders have given their written consent to the merger, the Directors and Officers of this Corporation are authorized to complete and file with the Florida Secretary of State the Articles of Merger between M & N Marketing Insurance Services, Inc., a California Corporation and M & N Marketing Insurance Services, Inc., a Florida Corporation, as well as file with the California Secretary of State a conformed copy of the filed Articles of Merger from the State of Florida once received.

RESOLVED FURTHER, that, on the commencement of proceedings to merge M & N Marketing Insurance Services, Inc., a California Corporation and M & N Marketing Insurance Services, Inc., a Florida Corporation, the Directors of this Corporation are authorized and directed to prepare and file any other documents and to take all other actions as necessary or advisable in connection with the merger, including all acts necessary to transfer property to the surviving corporation, which will be M & N Marketing Insurance Services, Inc., a Florida Corporation.

The Board of Directors of M & N Marketing Insurance Services, Inc., a Florida Corporation, have unanimously approved this Resolution.

Dated: March 27, 2023



Michele G. Miranda, Sole Director

**ACTIONS ON UNANIMOUS WRITTEN CONSENT OF
THE SHAREHOLDERS OF M & N MARKETING INSURANCE
SERVICES, INC.,
A FLORIDA CORPORATION**

The undersigned, being all of the shareholders of M & N Marketing Insurance Services, Inc., a Florida Corporation, acting by unanimous written consent without a meeting pursuant to Florida Business Corporate Act Section 607.0704 hereby consent to the following resolution:

**MERGER OF M & N MARKETING INSURANCE SERVICES, INC., a California
Corporation and M & N MARKETING INSURANCE SERVICES, INC., a Florida
Corporation**

WHEREAS, it is in the best interests of this Corporation and of the shareholders that M & N Marketing Insurance Services, Inc., a California Corporation (the Disappearing Corporation) be merged with M & N Marketing Insurance Services, Inc., a Florida Corporation (the Surviving Corporation) in accordance with Florida Business Corporate Act Section 607.1101 et seq. and California Corporations Code Section 1100 et seq.

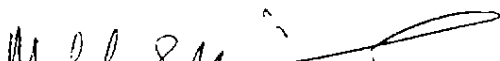
RESOLVED, that the shareholders unanimously consent to the merger of M & N Marketing Insurance Services, Inc., a California Corporation and M & N Marketing Insurance Services, Inc., a Florida Corporation.

RESOLVED FURTHER, that the Directors are authorized and directed to take all actions necessary or proper to complete the merger of M & N Marketing Insurance Services, Inc., a California Corporation and M & N Marketing Insurance Services, Inc., a Florida Corporation, including filing with the Florida Secretary of State the Articles of Merger, as well as filing with the California Secretary of State a conformed copy of the filed Articles of Merger from the State of Florida once received.

RESOLVED FURTHER, that the undersigned shareholders waive their right to written notice of any of the merger proceedings.

IN WITNESS WHEREOF, the undersigned shareholders, have executed this written consent, and hereby state that the undersigned owns all of the issued shares that are entitled to vote.

Dated: March 28, 2023



AGREEMENT OF MERGER

This Agreement of Merger is made as of March 29, 2023, between M & N MARKETING INSURANCE SERVICES, INC., a California Corporation (the "Disappearing Corporation") and M & N MARKETING INSURANCE SERVICES, INC., a Florida Corporation (the "Surviving Corporation"). (The corporations together are sometimes referred to below as the "Constituent Corporations.")

The Constituent Corporations agree as follows:

1. Disappearing Corporation is duly organized, existing and in good standing under the laws of the State of California. It has 1,500 shares of authorized capital stock: 100 shares are issued and outstanding.

2. Surviving Corporation is duly organized, existing and in good standing under the laws of the State of Florida. It has 1,000 shares of authorized capital stock: 1,000 shares are issued and outstanding.

3. The Boards of Directors of the Constituent Corporations deem it in the best interests of the corporations and their shareholders that Disappearing Corporation be merged with Surviving Corporation in accordance with Florida Business Corporate Act Section 607.1101 et seq. and California Corporations Code Section 1100 et seq. The Boards hereby adopt on behalf of their corporations the plan of reorganization set forth in this Agreement of Merger.

4. Statement of Merger: It is agreed by the Constituent Corporations that, on the Effective Date as determined under Paragraph 7 of this Agreement, the Disappearing Corporation shall be merged with and into the Surviving Corporation (the "Merger"), the corporate existence of the Surviving Corporation shall continue, and the separate corporate existence of the Disappearing Corporation shall cease. The corporate identity, existence, purposes, powers, rights, and immunities of the Disappearing Corporation shall be merged into, and vested in, the Surviving Corporation and, except as otherwise provided in this Agreement, the corporate identity, existence, name, purposes, powers, rights, and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger.

5. Property of Disappearing: Without any other transfer or documentation, on the effective date of the Merger Surviving Corporation shall succeed to all of Disappearing Corporation's property. Notwithstanding the above, after the effective date the Surviving Corporation's proper officers and directors may perform any acts necessary or desirable to vest or confirm Surviving Corporation's possession of and title to any property or rights of Disappearing Corporation, or otherwise carry out the Agreement's purposes. This includes execution and delivery of deeds, assurance, assignments or other instruments.

6. Liabilities of Disappearing Corporation: Without any other transfer or documentation, on the effective date of the Merger Surviving Corporation shall be subject to all of

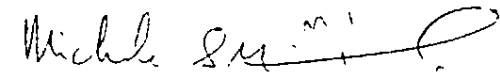
13. Governing Law: This Agreement of Merger shall be governed by the laws of the State of Florida. The Constituent Corporations consent to the jurisdiction of Florida courts over all matters relating to this Agreement of Merger. The venue of any dispute between the Constituent Corporations shall be Palm Beach County, Florida.


14. Entire Agreement: This Agreement of Merger contains the entire understanding of the Constituent Corporations with respect to the transactions contemplated by this Agreement of Merger and supersedes all prior contemporaneous agreements, understandings, representations and statements, oral or written, between the Constituent Corporations on the subject matter of this Agreement of Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement by their respective duly authorized officers and directors, as of the date first written above.

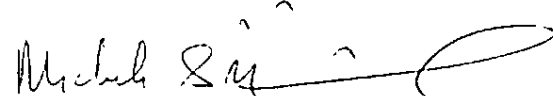
Dated: March 29, 2023

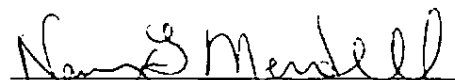
M & N MARKETING INSURANCE SERVICES, INC., a California Corporation
OFFICERS, DIRECTORS AND SHAREHOLDER


Michele G. Miranda, President
Treasurer, Sole Director and Sole
Shareholder


Nancy G. Mendell, Vice-President
and Secretary

M & N MARKETING INSURANCE SERVICES, INC., a Florida Corporation
OFFICERS, DIRECTORS AND SHAREHOLDER


Michele G. Miranda, President,
Treasurer, Sole Director and Sole
Shareholder


Nancy G. Mendell, Vice-President
and Secretary