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## MERGER OR SHARE EXCHANGE

J.C. Toys Group, Inc.

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Merger  
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**PLAN AND ARTICLES OF MERGER  
OF  
DOLLS BY BERENGUER, INC.,  
A FLORIDA CORPORATION,  
INTO  
J.C. TOYS GROUP, INC.,  
A FLORIDA CORPORATION  
(Subsidiary into Parent)  
(§607.1302, Florida Statutes)**

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**THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:**

**FIRST:** The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION
Dolls by Berenguer, Inc. 9590 N.W. 40 <sup>th</sup> Street Road Miami, Florida 33178	Florida
J.C. Toys Group, Inc. 9590 N.W. 40 <sup>th</sup> Street Road Miami, Florida 33178	Florida

**03-31-09**

**SECOND:** That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the Merger has been unanimously approved and adopted, by all the directors and all the shareholders of each of the Constituent Corporations in accordance with the requirements of Florida law and that upon filing this document with the Secretary of State of Florida, the Merger shall be effective on March 31, 2009 (the "Effective Time").

**THIRD:** The surviving corporation of the Merger is J.C. Toys Group, Inc., a Florida corporation (the "Parent").

**FOURTH:** The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) Corporate Existence.

- (1) From and after the Effective Time, Parent, as the surviving corporation ("Parent") shall continue its existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all

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causes in action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Parent by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Parent and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Parent.

(2) From and after the Effective Time, (i) the Articles of Incorporation and Bylaws of the Parent, as existing immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Parent subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the officers and directors of the Parent holding office immediately prior to the Effective Time shall be the officers and directors of the Parent, each to serve subject to the Parent's Articles of Incorporation and Bylaws.

(b) Securities.

Each share of Dolls by Berenguer, Inc. (the "Subsidiary") common stock issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled and cease to exist as of the Effective Time. Each share of the Parent common stock issued and outstanding upon the Effective Time shall remain issued and outstanding as in effect immediately prior to the Merger.

**FIFTH:** Voting results for the Merger are as follows:

- (a) Dolls by Berenguer, Inc. The Merger Agreement was submitted to and unanimously approved by the sole shareholder and the board of directors of the Subsidiary by unanimous written consent, dated Nov. 25, 2008, and all 1,000 (100%) of the issued and outstanding common stock of the Subsidiary voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.
- (b) J.C. Toys Group, Inc. The Merger Agreement was submitted to and approved by the sole shareholder and the sole director of the Parent by unanimous written consent, dated Nov. 25, 2008, and all 1,000 shares (100%) of the issued and outstanding common stock of the Parent voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.

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- (c) There were no dissenting shareholders and all the shareholders of the Constituent Corporations waived their right to receive notice under § 607.1104, Florida Statutes.

**SIXTH:** The Merger Agreement, dated NN. W, 200 8, by and between the Constituent Corporations, is on file at the principal place of business of J.C. Toys Group, Inc. at 9590 N.W. 40<sup>th</sup> Street Road, Miami, Florida 33178, and will be furnished on request without cost to any shareholder of either of the Constituent Corporations which are parties hereto.

**SEVENTH:** Upon this Merger becoming effective, the Parent acknowledges that it is deemed, under Florida law:

- (a) To appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the Merger or share exchange; and
- (b) To agree that it will promptly pay to the dissenting shareholders of each domestic corporation party to the Merger or share exchange the amount, if any, to which they are entitled under §607.1302, Florida Statutes.

ATTEST:

By: [Signature]  
Richard Cerda  
Its: Vice President

J.C. Toys Group, Inc.,  
a Florida corporation

By: [Signature]  
Juan Cerda,  
Its: President and sole Director

ATTEST:

By: [Signature]  
Juan Cerda  
Its: Director

Dolls by Berenguer, Inc.  
a Florida corporation

By: [Signature]  
Richard Cerda,  
Its: President and Director

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State of Florida )  
 County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Richard Cerda and Juan Cerda, the President and Directors, respectively, of Dolls by Berenguer, Inc., a Florida corporation, who are personally known to me or produced \_\_\_\_\_ as a means of identification and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: 11/25, 2008

My commissions expires



Connie Rivero Arrese (print notary name)  
 Notary Public State of Florida

State of Florida )  
 County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Juan Cerda and Richard Cerda, the President and Vice President, respectively, of J.C. Toys Group, Inc., a Florida corporation, who are personally known to me or produced \_\_\_\_\_ as a means of identification and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: 11/25, 2008

My commissions expires



Connie Rivero Arrese (print notary name)  
 Notary Public State of Florida