

P93000009730

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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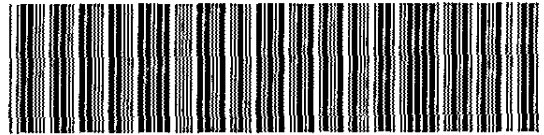
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03/23/04--01034--028 **113.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 APR 23 AM 11:38

FILED

T BROWN APR 26 2004

Merger

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FIVE STAR SERVICES, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LISA ROBINSON

(Name of person)

VALDINI & PALMER, P.A.

(Name of firm/company)

5353 NORTH FEDERAL HIGHWAY SUITE 303

(Address)

FORT LAUDERDALE FLORIDA 33308

(City/state and zip code)

For further information concerning this matter, please call:

LISA ROBINSON

(Name of person)

at (954) 776 8115
(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; 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
409 E. Gaines St.
Tallahassee, FL 32399

VALDINI & PALMER, P.A.

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Of Counsel:
KELLY HENDERSON

April 15, 2004

VIA AIRBORNE EXPRESS

ATTN: THERESA BROWN
Florida Department of State
Division of Corporation
Amendment Division
409 East Gaines Street
Tallahassee, FL 32399

Re: Merger of Extraordinary Interiors by Design, Inc. into Five Star Services, Inc.

Dear Ms. Brown:

Enclosed herewith please find the original and one copy of the Articles of Merger and Plan of Merger, for the merging of Extraordinary Interiors by Design, Inc. into Five Star Services, Inc., for filing with your office. Five Star Services, Inc. will be the surviving corporation. To date we have submitted a total of One Hundred and Forty Eight Dollars and 75/100 (\$148.75) for previous filings that were returned to us. Kindly deduct the fees for the filing of this merger from this amount and return the excess to us at your convenience. In addition, kindly forward a certified copy of said Merger to the undersigned in the stamped self-addressed return envelope provided for your convenience.

Should you have any questions with regard to the foregoing, please feel free to contact me.

VALDINI & PALMER, P.A.

By: 

Lisa Robinson
For the Firm

Encs.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 16, 2004

LISA ROBINSON
VALDINI & PALMER, P.A.
5353 N. FEDERAL HWY., SUITE 303
FORT LAUDERDALE, FL 33308

SUBJECT: FIVE STAR SERVICES, INC.
Ref. Number: P93000009730

We have received your document for FIVE STAR SERVICES, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The terms and conditions of the merger must be included in the Plan of Merger.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
FIVE STAR SERVICES, INC.	FLORIDA	P93000009730

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
EXTRAORDINARY INTERIORS	FLORIDA	P99000040217
BY DESIGN, INC.		

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 2/15/04.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 2/15/04.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
04 APR 23 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Signature _____

Jorge L. Molina, Vice President

James West - 18

James P. ...
James P. ...

W. A. R. V. A.

Philip B. Abernethy, Vice President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

FIVE STAR SERVICES, INC.

FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

EXTRAORDINARY INTERIORS

FLORIDA

BY DESIGN, INC.

Third: The terms and conditions of the merger are as follows:

EXTRAORDINARY INTERIORS BY DESIGN, INC. SHALL MERGE INTO FIVES STAR SERVICES, INC. WITH FIVE STAR SERVICES BEING THE SURVIVING CORPORATION.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

Fourth

The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Extraordinary Interiors by Design, the merging corporation, has 500 shares. Currently all 500 shares are owned by Jorge Molina.

Five Star Services Inc., before the merger, has 500 shares. Currently 100 shares are owned by Jorge Molina, and 400 shares are owned by Jack Schulman.

The terms of the merger are such that all shareholders of shares in Extraordinary Interiors by Design, Inc. shall relinquish their shares in exchange for shares in Fives Star Services, Inc., on the basis of a Three and One Third share to One Share rate of exchange. Therefor, any holder of 500 shares of extraordinary Interiors by Design, Inc. shall receive 150 shares of Five Star Services, Inc. Any majority shareholder in Five Star Services, Inc. shall relinquish sufficient shares to said shareholder in order to effectuate said exchange. All monies and property of Extraordinary Interiors by Design Inc. shall automatically become the property of Five Star Services, Inc.