

# P930000019002

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

We are requesting the file date of April 20, 2012, the late of the original submission of the Articles of Merger.  
Thank you.

((H12000106318 3)))



H120001063183ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : SHUTTS & BOWEN, LLP  
Account Number : 076447000313  
Phone : (305) 358-6300  
Fax Number : (305) 381-9982

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 APR 20 AM 9:58

FILED

MERGER OR SHARE EXCHANGE

Metro Signs, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help



April 25, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

METRO SIGNS, INC.  
1501 SOUTH STATE RD 7  
HOLLYWOOD, FL 33023US

SUBJECT: METRO SIGNS, INC.  
REF: P93000019002

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H12000106318  
Letter Number: 612A00012631

RECEIVED

12 APR 25 AM 8:03

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

H12000106318 3

**FILED**  
2012 APR 20 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Metro Signs, Inc.	Florida	P93000019002

**SECOND:** The name and jurisdiction of the **merging** corporation:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Dede Properties, Inc.	Florida	P96000014401



**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.

**FIFTH:** The Plan of Merger was adopted by the sole director and sole shareholder of the surviving corporation on April 18, 2012.

**SIXTH:** The Plan of Merger was adopted by the sole director and sole shareholder of the merging corporation on April 18, 2012.

## **SEVENTH: SIGNATURE FOR EACH PARTY:**

<u>Name of Corporation</u>	<u>Officer's Signature</u>	<u>Name and Title of Individual</u>
Dede Properties, Inc. a Florida corporation		Bruno V. Dede, President
Metro Signs, Inc. A Florida corporation		Bruno V. Dede, President

H12000106318 3

## PLAN OF MERGER

This Plan of Merger (the "Plan of Merger"), dated as of April 18, 2012, is entered into by and between Metro Signs, Inc., a Florida corporation (the "Surviving Company"), and Dede Properties, Inc. a Florida corporation (the "Merged Company"). The Merged Company and the Surviving Company are hereinafter sometimes referred to as the "Constituent Corporations."

### WITNESSETH:

WHEREAS, the sole director and sole shareholder of the Merged Company have determined that it would be in the best interest of the Merged Company, and the sole director and sole shareholder of the Surviving Company have determined that it would be in the best interest of the Surviving 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 receipt and sufficiency of which are being acknowledged, 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 and the provisions of Section 607.1101 et seq., Florida Statutes. The Surviving Company shall be the surviving corporation.

2. Effective Date. The Merger shall become effective upon the filing of Articles of Merger with the Florida Department of State (the "Effective Date").

3. Effect of Merger. Upon 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, immunities, assets, properties, business, and goodwill of the Merged Company, of every type and description wherever located, all of which 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 succeed to and assume the obligations of the Merged Company.

4. Shareholders of Constituent Corporations. Prior to the Merger, the sole shareholder of the Merged Company was the sole shareholder of the Surviving Company. From and after the Effective Date, the sole shareholder of the Surviving Company shall continue as the sole shareholder of the Surviving Company. On the Effective Date, and without any further action by the parties hereto: (i) the shareholder interests of the sole shareholder in the Merged Company shall automatically be cancelled without any conversion thereof and no payment or distribution shall be made with respect thereto, and (ii) the shareholder interests of the sole shareholder in the Surviving Company shall remain outstanding and constitute 100% of the shareholder interests in the Surviving Company.

5. 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.

6. Termination. At any time before the Effective Date, this Plan of Merger may be terminated and the Merger abandoned by mutual consent of the sole director of both corporations.

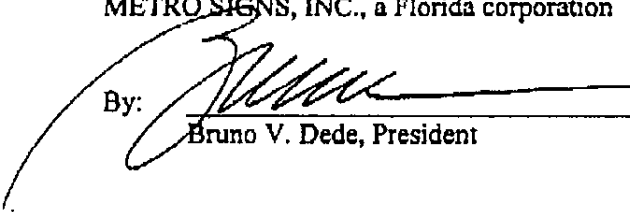
7. Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

8. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all such counterparts together shall constitute one and the same instrument. The facsimile, .pdf or other electronic transmission of a signed signature page shall constitute valid execution and acceptance of this Plan of Merger by the signing/transmitting party.

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

METRO SIGNS, INC., a Florida corporation

By:

  
Bruno V. Dede, President

DEDE PROPERTIES, INC., a Florida corporation

By:

  
Bruno V. Dede, President