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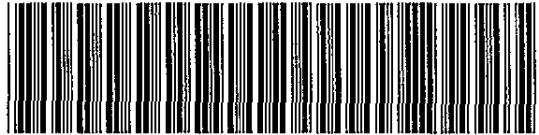
(Business Entity Name)

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Merge

09/01/04--01001--017 **43.75

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RECEIVED
04 AUG 31 PM 3.09
DIVISION OF CORPORATION

FILED
04 SEP 13 PM 12:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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9/13/04



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

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September 13, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Meridian Investment & Management, Inc. (FL) into

Meridian Investment & Management, Inc. (NY) into

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

| NEW FILINGS | |
|-------------|-------------------|
| | Profit |
| | Non Profit |
| | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|------------------------------------|
| | Amendment |
| | Resignation of RA Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| X | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Reports |
| | Fictitious Name |
| | Name Reservation |
| | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| | Foreign |
| | Limited Liability |
| | Reinstatement |
| | Trademark |
| | Other |



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 31, 2004

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: FS MIAMI EMPLOYMENT INC.
Ref. Number: P02000078110

We have received your document for FS MIAMI EMPLOYMENT INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Where is your original signature? We have to receive that before this amendment can be filed.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 304A00052933

RECEIVED
04 SEP 13 AM 10:17
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SECTIONS 607.1101 – 607.1107, F.S.
(PROFIT CORPORATIONS)

FILED
04 SEP 13 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act:

1. The name of the Surviving Corporation is Meridian Investment & Management, Inc., a New York Corporation (the "SURVIVING CORPORATION").
2. The name of the Merging Corporation is Meridian Investment & Management, Inc., a Florida Corporation (the "MERGING CORPORATION").
3. The Plan of Merger is attached hereto as EXHIBIT A.
4. The merger shall become effective on the date of the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on September 9, 2004. The Surviving Corporation's sole shareholder approved the merger on September 9, 2004.
6. The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on September 9, 2004. The Merging Corporation's sole shareholder approved the merger on September 9, 2004.

MERIDIAN INVESTMENT & MANAGEMENT, INC.
(A NEW YORK CORPORATION)

By: 

Peter Campitiello, Secretary

MERIDIAN INVESTMENT & MANAGEMENT, INC.
(A FLORIDA CORPORATION)

By: 

Peter Campitiello, Secretary

AGREEMENT AND PLAN OF MERGER
BETWEEN
MERIDIAN INVESTMENT & MANAGEMENT, INC., (A NEW YORK CORPORATION)
AND
MERIDIAN INVESTMENT & MANAGEMENT, INC., (A FLORIDA CORPORATION)

1. The following Plan of Merger is submitted in accordance with Section 607.1101 of the Florida Business Corporation Act:

2. — The name of the Surviving Corporation is Meridian Investment & Management, Inc., a New York Corporation (the "SURVIVING CORPORATION").

3. The name of the Merging Corporation is Meridian Investment & Management, Inc., a Florida Corporation (the "MERGING CORPORATION").

4. The terms and conditions of the merger are as follows:

EFFECTIVE DATE OF MERGER. The merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of Florida.

EFFECT OF MERGER. Upon the Effective Date of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation such that from the Effective Date the separate existence of the Merging Corporation shall cease. The Surviving Corporation shall continue its corporate existence under the laws of the State of New York and the Merger shall not alter its Articles of Incorporation.

5. The manner and basis of converting the shares of each corporation into shares 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:

Upon the Effective Date of the merger, all of the issued and outstanding shares of capital stock of the Merging Corporation shall be converted into and exchanged for such number of fully paid and non-assessable shares of common stock of the Surviving Corporation as is equal to the number of shares of common stock of the Surviving Corporation issued and outstanding as of the Effective Date of the Merger.

MERIDIAN INVESTMENT & MANAGEMENT, INC.
(A NEW YORK CORPORATION)

By: 
Peter Campitiello, Secretary

MERIDIAN INVESTMENT & MANAGEMENT, INC.
(A FLORIDA CORPORATION)

By: 
Peter Campitiello, Secretary