

P93000085394

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12/29/06--01019--012 **87.50

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01-01-07

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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2006 DEC 29 AM 11:49

FILED
2006 DEC 29 PM 2:38
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

Merger

C. Coulllette DEC 29 2006

MEMORANDUM

DATE: December 29, 2006
TO: CHERYL COULLIETTE
FROM: RICKY SOTO
RE: MERGER FILINGS

Hi Cheryl,

I spoke with Annette Ramsey this morning in regards to the attached merger filings. We agreed these would need to be a "File First, File Second" request and that the mergers should stay together so there is no confusion or wrongful rejections. Per Annette she said to send them both to your attention, you would file the Inc. Merger and then walk the LP Merger to Buck Kohr for filing.

Our client needs 2 sets of certified copies as evidence for each merger filing. Also, please note the effective date 01/01/2007 for each, as well. If you have any questions or concerns, please do not hesitate to contact me.

Thanks!

Ricky Soto

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 12/29/2006

REF. #: 000409.61939

CORP. NAME: JHK INVESTMENTS, INC. merging into KANTER INVESTMENTS, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

**File First - LP Merger following **

STATE FEES PREPAID WITH CHECK# 519686 FOR \$ 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | |
|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY (NEED 2 COPIES) | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> PLAIN STAMPED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS |

Examiner's Initials

ARTICLES OF MERGER

OF

JHK INVESTMENTS, INC.

WITH AND INTO

KANTER INVESTMENTS, INC.

Pursuant to the provisions of the Florida Business Corporation Act, the following Articles of Merger have been duly adopted and are submitted in accordance with the Florida Business Corporation Act:

FIRST: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Corporation") are as follows:

Name and Street Address

Jurisdiction

Kanter Investments, Inc.
4770 Biscayne Boulevard
Suite 1150
Miami, FL 33137

Florida

EFFECTIVE DATE
01-01-07

Florida Document/Registration Number:
P93000085394
FEI Number: 58-2085504

SECOND: THE MERGING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type for the merging party (the "Merging Corporation") are as follows:

Name and Street Address

Jurisdiction

JHK Investments, Inc.
4770 Biscayne Boulevard
Suite 1150
Miami, FL 33137

Florida

Florida Document/Registration Number:
P94000062396
FEI Number: 31-1417365

FILED
2006 DEC 29 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The Merging Corporation is hereby merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease. The Surviving

Corporation is the surviving entity in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

FOURTH: The merger shall become effective on January 1, 2007.

FIFTH: In accordance with applicable Florida law, the Plan of Merger was approved by all of the Shareholders and the Board of Directors of the Surviving Corporation on December 27, 2006.

SIXTH: In accordance with applicable Florida law, the Plan of Merger was approved by all of the Shareholders and the Board of Directors of the Merging Corporation on December 27, 2006.

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of December 27, 2006.

SURVIVING CORPORATION:

KANTER INVESTMENTS, INC., a Florida corporation

By: _____


Joseph H. Kanter, CEO

MERGING CORPORATION:

JHK INVESTMENTS, INC., a Florida corporation

By: _____


Joseph H. Kanter, CEO

PLAN OF MERGER

This Plan of Merger, which was adopted and approved by the parties hereto, and is submitted in compliance with the provisions of Section 607 of the Florida Business Corporation Act.

FIRST: The exact name and jurisdiction of the **Surviving Corporation** are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Kanter Investments, Inc.	Florida

SECOND: The exact name and jurisdiction of the **Merging Corporation** are as follows:

<u>Name</u>	<u>Jurisdiction</u>
JHK Investments, Inc.	Florida

THIRD: THE MERGER

1. The Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger"). The Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Corporation. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Corporation shall vest in the Surviving Corporation. All and every other property and interest of the Merging Corporation shall be the property and interest of the Surviving Corporation to the same extent of the Merging Corporation. The title to any real property, whether obtained by deed or otherwise, that is vested in the Merging Corporation shall not revert or in any way be impaired by reason of this merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merging Corporation shall be the debts, liabilities, duties and obligations of the Surviving Corporation. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2 The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date (defined below), shall continue to be the Certificate of Incorporation of the Surviving Corporation.

3. The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Bylaws of the Surviving Corporation.

4. Each share of capital stock of the Merging Corporation which is issued and outstanding immediately prior to the effective date, shall by virtue of the Merger and without any

action on the part of the holder thereof, be converted into and exchangeable for one share of the Surviving Corporation.

5. The Shareholders of the Surviving Corporation shall continue to be shareholders of the Surviving Corporation.

6. If at any time the Surviving Corporation deems it advisable that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the Surviving Corporation, according to the terms of this Plan of Merger, the title to any property, interest or rights of the Merging Corporation the appropriate officers and directors of the Merging Corporation shall execute and make all such assignments and assurances to vest title in such property, interests, or rights in the Surviving Corporation.

FOURTH: EFFECTIVE DATE

The term "Effective Date" shall mean January 1, 2007.

FIFTH: APPROVAL

The Merger has previously been submitted to and approved by the respective Boards of Directors and Shareholders of the Merging Corporation and the Surviving Corporation. The proper officers of the parties shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Plan of Merger.

[Signatures on the next page]

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of January 1, 2007.

KANTER INVESTMENTS, INC., a Florida corporation

By: 
Joseph H. Kanter, CEO

JHK INVESTMENTS, INC., a Florida corporation

By: 
Joseph H. Kanter, CEO