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Direct phone: 404.870.5664
Direct fax: 404.870.5665
E-mail: isadora.harper@agg.com
www.agg.com

January 7, 2009

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Merger of Alpha 2 (MIA), Inc. into JAS America Holding, Inc.
Client-Matter No. 22306.26

Dear Sir or Madam:

Please find enclosed for filing Articles of Merger for Alpha 2 (MIA), Inc., a Florida corporation, into JAS America Holding, Inc., a Georgia corporation. The effective date of the merger will be January 7, 2009, 11:59 p.m., the date the Articles of Merger were filed with the Georgia Secretary of State. The name of the surviving corporation will be JAS America Holding, Inc., a Georgia corporation.

A check in the amount of \$70 is enclosed made payable to the Florida Department of State.

Please return Letter of Acknowledgment to my attention.

Sincerely,

A handwritten signature in black ink, appearing to read "Isadora Harper". The signature is fluid and cursive, with a long horizontal stroke at the end.

Isadora L. Harper
Corporate Paralegal

cc: Neil P. Mulcahy, Esq.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
09 JAN -8 PM 12:40

**ARTICLES OF MERGER
OF
ALPHA 2 (MIA), INC.
INTO
JAS AMERICA HOLDING, INC.**

The following articles of merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

ONE

The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is:

Name:
JAS America Holding, Inc.

Jurisdiction:
Georgia

TWO

The name and jurisdiction of the merging corporation (the "Merging Corporation") is:

Name:
Alpha 2 (MIA), Inc.

Jurisdiction:
Florida

THREE

The Agreement and Plan of Merger entered into by and between the Surviving Corporation and the Merging Corporation is attached hereto as Exhibit "A" (the "Plan of Merger").

FOUR

The merger shall become effective at 11:59 p.m. on the date the Articles of Merger are filed with the Georgia Secretary of State.

FIVE

The Plan of Merger was approved and adopted by the board of directors and shareholders of the Surviving Corporation on December 31, 2008.

SIX

The Plan of Merger was approved and adopted by the board of directors and shareholders of the Merging Corporation on December 31, 2008, 2008.

(signatures on following page)

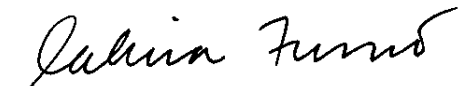
IN WITNESS WHEREOF, these Articles of Merger are hereby executed and adopted by each of the undersigned by its duly authorized representative ~~as~~ of the 31st day of December, 2008. These Articles of Merger may be executed in counterparts which, when taken together, shall constitute the original hereof.

JAS AMERICA HOLDING, INC.
a Georgia corporation



Marco Rebuffi, Chief Executive Officer

ALPHA 2 (MIA), INC.
a Florida corporation



Tahira Fumo, Treasurer

Exhibit A

Plan of Merger

[to be attached]

**AGREEMENT AND PLAN OF MERGER
OF
ALPHA 2 (MIA), INC.
WITH AND INTO
JAS AMERICA HOLDING, INC.**

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated December 31 2008, is made and entered into by and between ALPHA 2 (MIA), INC., a Florida corporation ("Alpha 2") and JAS AMERICA HOLDING, INC., a Georgia corporation ("JAS").

WHEREAS, the Georgia Business Corporation Code (the "Code") and the Florida Business Corporation Act (the "Act") permit the merger of a Georgia corporation with a Florida corporation;

WHEREAS, JAS is the sole shareholder of Alpha 2;

WHEREAS, the sole shareholder and the board of directors of Alpha 2 have deemed it advisable and in the best interest of Alpha 2 to merge Alpha 2 with and into JAS in accordance with the provisions of the Code and the Act and upon the terms and conditions set forth in this Agreement;

WHEREAS, the Board of Directors of JAS has deemed it advisable and in the best interest of JAS to merge Alpha 2 with and into JAS in accordance with the provisions of the Code and upon the terms and conditions set forth in this Agreement;

WHEREAS, the sole shareholder and the board of directors of Alpha 2, by resolutions duly adopted, have duly approved the Merger (as defined below) and the form of this Agreement; and

WHEREAS, the shareholders and the board of directors of JAS, by resolutions duly adopted, have duly approved the Merger and the form of this Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE 1 -- THE MERGER

1.1 The Merger. In accordance with the provisions of this Agreement, the Code and the Act, on the Effective Date (as defined below), Alpha 2 shall be merged with and into JAS (the "Merger"), the separate existence of Alpha 2 shall thereupon cease in accordance with the Code and the Act, and JAS shall continue to exist under its current name and shall be the surviving entity (the "Surviving Corporation") of the Merger. The Surviving Corporation shall be governed by the laws of the State of Georgia which is the jurisdiction of its organization.

1.2 Effective Date of the Merger. The time and date when the Merger herein agreed upon shall become effective, shall be at 11:59 p.m. on the date that the Certificate of Merger was filed with the Secretary of the State of Georgia (the "Effective Date").

1.3 Effect of the Merger. On and after the Effective Date, the Surviving Corporation shall possess: all of the rights, privileges, powers and franchises of both public and private nature, and shall be subject to all the restrictions, liabilities and duties of each of Alpha 2 and JAS; all property, real, personal and mixed, and all debts due to each of Alpha 2 and JAS on whatever account, as well as all stock subscriptions and other choses in action belonging to each of Alpha 2 and JAS, shall be vested in the Surviving Corporation, without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Alpha 2 and JAS prior to the Merger and the title to any real estate vested by deed or otherwise in Alpha 2 and JAS shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Alpha 2 and JAS shall be preserved unimpaired, and all debts, liabilities and duties of Alpha 2 and JAS shall thenceforth attach to said Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

ARTICLE 2 -- THE SURVIVING CORPORATION

2.1 Name. The name of the Surviving Corporation upon the effectiveness of the Merger is "JAS America Holding, Inc."

2.2 Articles of Incorporation. The Articles of Incorporation of JAS as in effect immediately before the Merger shall be the Articles of Incorporation of the Surviving Corporation (the "Articles").

2.3 Bylaws. The Bylaws of JAS as in effect immediately before the Merger shall be the Bylaws of the Surviving Corporation (the "Bylaws") and shall continue in full force and effect until changed, altered or amended as provided therein and in the manner prescribed by Georgia law.

2.4 Directors and Officers. The directors and officers of JAS immediately before the effectiveness of the Merger shall be the directors and officers of the Surviving Corporation, each to hold office in accordance with the Articles and Bylaws of the Surviving Corporation.

ARTICLE 3 -- MANNER OF CONVERSION OF SHARES

All shares of the sole shareholder of Alpha 2, as of the Effective Date, shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, but such shares shall be extinguished. The shares of the shareholders of JAS America Holding, Inc. shall not be converted in any manner and the shares of each such shareholders shall continue unchanged as shares in JAS America Holding.

ARTICLE 4 -- PRINCIPAL OFFICE

The location of the principal office of the Surviving Corporation in the state of Georgia is:

JAS America-Holding, Inc.
5424 Glenridge Drive
Atlanta, Georgia 30342
Attention: Mr. Marco Rebuffi

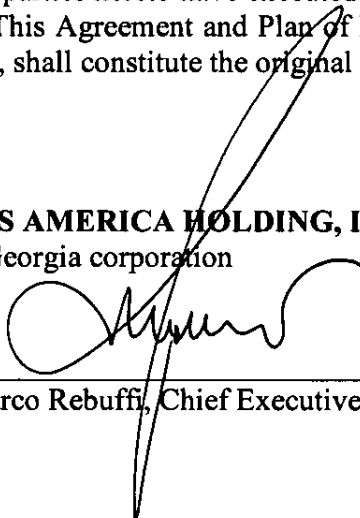
ARTICLE 5 – CONSENT TO SERVICE OF PROCESS

The Surviving Corporation consents to be sued and served with process in the State of Florida and to the irrevocable appointment of the Secretary of State of Florida as its agent to accept service of process for any proceeding in the State of Florida to enforce against the Surviving Corporation any obligation of Alpha 2.

(signatures on following page)

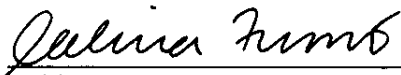
IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date set forth above. This Agreement and Plan of Merger may be executed in counterparts which, when taken together, shall constitute the original hereof.

JAS AMERICA HOLDING, INC.
a Georgia corporation



Marco Rebuffi, Chief Executive Officer

ALPHA 2 (MIA), INC.
a Florida corporation



Tahira Fumo, Treasurer