

P95000063017

(Requestor's Name)
J & B DIFRANCESCO
362 CEDARCREST COURT
LAKE MARY, FL 32746
(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

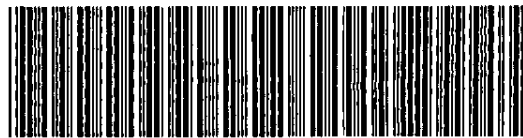
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200215003092

12/09/11--01008--020 **70.00

*Merge &
Name
Change*

FILED
2011 DEC -9 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ADL
12/12/11*

STATE OF FLORIDA
ARTICLES OF MERGER
OF

FILED

2221 MUSIC, INC., a Florida corporation 2011 DEC -9 PM 1:26
INTO
BJD PLANNING, INC., a Florida corporation
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These ARTICLES OF MERGER are between 2221 MUSIC, INC. a Florida corporation P09000006720 (2221 Music) and BJD PLANNING, INC., a Florida corporation P95000063017 (BJD Planning).

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

1. The Agreement and Plan of merger dated December 5, 2011 ("Agreement"), between 2221 Music and BJD Planning was approved by the shareholders of 2221 Music on December 5, 2011, was adopted by the shareholders of BJD Planning on December 5, 2011.
2. Pursuant to the Agreement, all issued and outstanding shares of 2221 Music will be acquired by BJD Planning with BJD Planning being the surviving corporation ("Merger").
3. The Agreement is attached as EXHIBIT A and incorporated by reference as if set forth.
4. Pursuant to 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the date and time of the filing of these Articles of Merger with the Florida Secretary of State.

Signed as of the 5th. Day of December, 2011.

2221 Music, Inc.
a Florida corporation

By 
Joseph DiFrancesco, President

BJD Planning, Inc.
a Florida corporation

By 
Joseph DiFrancesco, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this Agreement) is made as of December 5, 2011, by and among BJD Planning, Inc. a Florida corporation ("BJD Planning") and 2221 Music, Inc. a Florida corporation ("2221 Music").

Pursuant to Section 607.1101, Florida Statutes, the undersigned corporations adopt the following Agreement and Plan of Merger:

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

BJD Planning, Inc. a Florida corporation

2. The name and jurisdiction of the merging corporation is:

2221 Music, Inc.

3. The terms and conditions of the merging corporations are:

a. **Merger of BJD Planning and 2221 Music:** Upon the terms and conditions set forth in this Agreement, at the effective date of filing this Agreement and Plan of Merger with the Florida Secretary of State, BJD Planning and 2221 Music shall be merged and the separate existence of BJD Planning and 2221 Music shall cease (the "Merger") BJD Planning shall continue as the surviving corporation of said Merger (the Surviving Corporation). The Merger shall have the effects set forth in this Agreement and in the applicable provisions of the Florida Business Corporations Act.

b. **Effective Time:** Subject to this Agreement, articles of merger (the "Articles of Merger") shall be duly prepared and executed in accordance with the Florida Business Corporation Act and delivered to the Secretary of the State of Florida for filing. The Merger shall become effective upon the date and time of the filing of the Articles of merger with the Secretary of State of the State of Florida (the Effective Time").

c. **Articles of Incorporation and Bylaws: Directors and Officers:** Upon the Effective Time:
(1) the Articles of Incorporation of BJD Planning shall continue as the Articles of Incorporation of the Surviving Corporation;
(2) the Bylaws of BJD Planning shall continue as the Bylaws of the Surviving Corporation;
(3) The officers and directors of BJD Planning shall continue as the officers and directors of the Surviving Corporation.

d. **Capital Stock** As of the Effective Time, by virtue of the Merger and without any action on the part of any holder of 2221 Music common stock, all shares of 2221 Music shall be canceled and all rights in respect thereof shall cease. All outstanding shares of BJD Planning shall remain in full force and effect.

4. Article I of the Articles of Incorporation is hereby deleted in its entirety and is restated as follows:

ARTICLE I
Corporate Name and Principal Address

The name and principal address of the Corporation is:

**2221 Music, Inc.
362 Cedarcrest Court
Lake Mary, Florida 32746**

- 5. Except as amended herein, the rest and remainder of the Articles of Incorporation of the Surviving Corporation shall be and remain in full force and effect.**

IN WITNESS WHEREOF: each party hereto has executed or canceled this Agreement and Plan of Merger to be executed on its behalf, all on the day and year first above written.

BJD PLANNING, INC.
a Florida corporation

By 
Joseph DiFrancesco, President

2221 MUSIC, INC.
a Florida corporation

By 
Joseph DiFrancesco, President