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Merge

08/10/04 10:05:00 78.75

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04 SEP 13 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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September 13, 2004

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

ABP, Inc. (FL) into ABP, Inc. (NY)

**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

# ARTICLES OF MERGER

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

FILED  
04 SEP 13 PM 12:19  
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 ABP, Inc., Inc., a New York Corporation (the "SURVIVING CORPORATION").

2. The name of the Merging Corporation is ABP, 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.

ABP, INC.  
(A NEW YORK CORPORATION)

By: 

Peter Campitiello, Secretary

ABP, INC.  
(A FLORIDA CORPORATION)

By: 

Peter Campitiello, Secretary

**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
ABP, INC. (A NEW YORK CORPORATION) AND  
ABP, 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 ABP, Inc., a New York Corporation (the "SURVIVING CORPORATION").

3. The name of the Merging Corporation is ABP, 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.

**ABP, INC.  
(A NEW YORK CORPORATION)**

By:   
Peter Campitiello, Secretary

**ABP, INC.  
(A FLORIDA CORPORATION)**

By:   
Peter Campitiello, Secretary