

P96000079883

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED
2001 JUN 28 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FL

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
001 MAY -2 10:11:05
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Edipell Investment Co., Inc. P96-
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

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☐ Mail out

☐ Will wait

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☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

COULLETTE JUN 28 2001

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-05/02/01--01031--014
*****78.75 *****78.75

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

EDIPELL INVESTMENT CO., INC., a Florida corporation, P96000079883

INTO

COLUMBIA LOOSE LEAF CORPORATION. a New York entity not qualified in
Florida

File date: June 28, 2001

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 2, 2001

*Please backdate
Resubmit*

CAPITOL SERVICES

TALLAHASSEE, FL

SUBJECT: EDIPELL INVESTMENT CO., INC.
Ref. Number: P96000079883

We have received your document for EDIPELL INVESTMENT CO., INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1997 annual report/uniform business report. The entity must be reinstated before this document 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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 801A00025998

File 2d

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 28 AM 11:13
NOT INTENDED
TO ACKNOWLEDGE
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ARTICLES OF MERGER

OF

EDIPELL INVESTMENT CO., INC.

INTO

COLUMBIA LOOSE LEAF CORPORATION

Pursuant to Section 607.1107 of the
Florida Business Corporation Act

FILED
2001 JUN 28 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and the Secretary of Columbia Loose Leaf Corporation and, the undersigned, being the President and Secretary of Edipell Investment Co., Inc. hereby certify:

FIRST: The name of the Non-Surviving corporation is Edipell Investment Co., Inc; said corporation was incorporated under the laws of the State of Florida.

SECOND: The name of the Surviving corporation is Columbia Loose Leaf Corporation; said corporation was incorporate under the laws of the State of New York.

THIRD: The laws of the State of New York permit the merger and it is in compliance therewith.

FOURTH: The Plan of Merger is as follows:

Until altered, amended, or repealed, as therein provided, the by-laws of Columbia Loose Leaf Corporation, a constituent corporation, as in effect at the time the merger shall become effective, shall be the by-laws of the surviving corporation.

The first annual meeting of the shareholders of the surviving corporation held after the effective date of this merger shall be the next annual meeting provided by the by-laws Of Columbia Loose Leaf Corporation, the constituent.

The first regular meeting of the board of directors of the surviving corporation shall be held as soon as practicable after the date on which the merger shall become effective and may be called in the manner provided in the by-laws of Columbia Loose Leaf Corporation, a constituent corporation for the calling special meetings of the board of directors and may be held at the time and place specified in the notice of the meeting.

The surviving corporation shall pay all expenses of carrying this plan of merger into and of accomplishing the merger.

When the merger shall become effective, the separate existence of Edipell Investment Co., Inc. shall cease, and a said corporation, and the surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities, and duties of each of the corporations, and all property, real, personal and mixed, and all debts due to each of said corporations, on whatever account, as well for share subscriptions as all other things in action or belonging to each of such corporation, shall be vested in the surviving corporations; and all property, rights and privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporations as they were of the several and respective constituent corporation, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities, and duties of Edipell Investment Co., Inc., shall thenceforth attach to the 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.

If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the surviving corporation, according to the terms thereof, the title to any property or rights of Edipell Investment Co., Inc., shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation and otherwise to carry out the purposes of this plan of merger.

The manner and basis of conversion of the shares of the constituent corporations are as follows:

- a) The common shares of Edipell Investment Co., Inc. are to be converted into common shares of Columbia Loose Leaf Corporation on the same basis and with the same values as the shares of the surviving corporation existing prior to the merger.

FIFTH: a) The date on which the shareholders of the Surviving corporation adopted the Plan of Merger pursuant to the Florida General Corporation Act is the 30th day of December, 2000

b) The date on which the shareholders of the Non-Surviving corporation adopted the Plan of Merger pursuant to the Florida General Corporation Act is the 30th day of December, 2000.

SIXTH: The date on which the directors of the Surviving Corporation adopted a Plan of Merger pursuant to the Florida General Corporation Act is the 30th day of December, 2000.

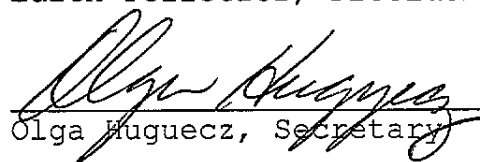
SEVENTH: The common shares of Edipell Investment Co., Inc. are to be converted into common shares of Columbia Loose Leaf Corporation on the same basis and with the same values as the shares of the surviving corporation existing prior to the merger.

IN WITNESS WHEREOF, we hereto sign this certificate this
31st day of December, 2000.

EDIPELL INVESTMENT CO., INC.



Edith Pelletier, President



Olga Huguecz, Secretary

COLUMBIA LOOSE LEAF CORPORATION



Edith Pelletier, President



Olga Huguecz, Secretary

STATE OF NEW YORK

)

ss.:

COUNTY OF QUEENS

)

On the 31st day of December in the year 2000 before me, the undersigned, personally appeared EDITH PELLETIER personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Richard D. Kuhn

Notary Public

RICHARD D. KUHN
Notary Public, State of New York
No. 02KU2215470
Qualified in Richmond County
Commission Expires Nov. 30, 2001

STATE OF NEW YORK

)

ss.:

COUNTY OF QUEENS

)

On the 31st day of December in the year 2000 before me, the undersigned, personally appeared OLGA HUGUECZ personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Richard D. Kuhn

Notary Public

RICHARD D. KUHN
Notary Public, State of New York
No. 02KU2215470
Qualified in Richmond County
Commission Expires Nov. 30, 2001

PLAN OF MERGER

OF

COLUMBIA LOOSELEAF CORPORATION

AND

EDIPELL INVESTMENT CO., INC.

INTO

COLUMBIA LOOSE LEAF CORPORAITON

I. a) The names of each constituent corporation to the merger are: **Columbia Loose Leaf Corporaiton and Edipell Investment Co., Inc.**

b) The name of the surviving corporation is **COLUMBIA LOOSE LEAF CORPORATION.**

II. a) Each corporation has outstanding 10 shares. The number of these shares will not be subject to change prior to the effective date of the merger.

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

Until altered, amended or repealed, as therein provided, The by-laws of Columbia Loose Leaf Corporation, a constituent corporation, as in effect at the time the merger shall become effective, shall be the by-laws of the surviving corporation.

The first annual meeting of the shareholders of the surviving corporation held after the effective date of this merger shall be the next annual meeting provided by the by-laws of Columbia Loose Leaf Corporation, the constituent corporation.

The first regular meeting of the board of directors of the surviving corporation shall be held as soon as practicable after the date on which the merger shall become effective and may be called in the manner provided in the by-laws of Columbia Loose Leaf Corporation, a constituent corporation, for the calling of special meetings of the board of directors and may be held at the time and place specified in the notice of the meeting.

The surviving corporation shall pay all expenses of carrying this plan of merger into and of accomplishing the merger.

When the merger shall become effective, the separate existence of Edipell Investment Co., Inc. shall cease, and said corporaiton shall be merged into the surviving corporation, and

the surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities, and duties of each of the corporation, parties to this agreement, and all and singular, the rights, privileges, powers, and franchises of each of said corporations, and all property, real, personal, mixed, and all debts due to each of said corporation, on whatever account, as well for share subscriptions as all other things in action or belonging to each of such corporations, shall be vested in the surviving corporation; and all property, rights and 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 the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities, and duties of Edipell Investment Co., Inc., shall thenceforth attach to the 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.


If at any time, the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the surviving corporation, according to the terms thereof, the title to any property or rights of Edipell Investment Co., Inc, shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan of Merger.

IV. The manner and basis of conversion of the shares of the constituent corporations are as follows:

a) The common shares of Edipell Investment Co., Inc. are to be converted into common shares of Columbia Loose Leaf Corporation on the same basis and with the same values as the

shares of the surviving corporation existing prior to the merger.

COLUMBIA LOOSE LEAF CORPORATION



Edith Pelletier, President

EDIPELL INVESTMENT CO., INC.



Edith Pelletier, President