

P96000082231

(Requestor's Name)

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RECEIVED
03 JUN 23 AM 11:39
DIVISION OF CORPORATION

FILED
03 JUN 23 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Tallahassee, Florida 32301
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June 23, 2003

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

The Cura Group III, Inc. into The Cura Group II, Inc.

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	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA 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 Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

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

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Cura Group II, Inc.</u>	<u>Florida</u>	<u>P96000082231</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Cura Group III, Inc.</u>	<u>Florida</u>	<u>P94000004001</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 5/01/2003 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 30, 2003.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 30, 2003.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
JUN 23 PM 1:29
STATE
TALLAHASSEE, FLORIDA

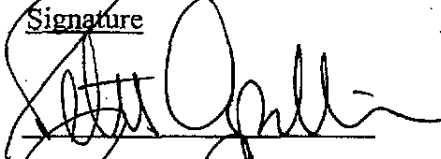
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

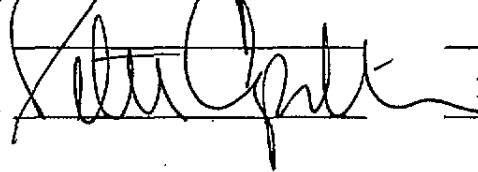
Typed or Printed Name of Individual & Title

The Cura Group II, Inc.



Peter Campitiello, Secretary

The Cura Group III, Inc.



Peter Campitiello, Secretary

ARTICLES OF MERGER

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 The Cura Group II, Inc., a Florida Corporation (the "SURVIVING CORPORATION").
2. The name of the Merging Corporation is The Cura Group III, 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 May 1, 2003.
5. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on April 28, 2003. The Surviving Corporation's sole shareholder approved the merger on April 30, 2003.
6. The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on April 28, 2003. The Merging Corporation's sole shareholder approved the merger on April 30, 2003.

THE CURA GROUP II, INC.

By: 

Peter Campitiello
Secretary

THE CURA GROUP III, INC.

By: 

Peter Campitiello
Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Cura Group II, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Cura Group III, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

SEE ATTACHED

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, 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:

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

**BETWEEN THE CURA GROUP II, INC.,
A FLORIDA CORPORATION AND
THE CURA GROUP III, INC.,
A FLORIDA CORPORATION**

The following Plan of Merger is submitted in accordance with Section 607.1101 of the Florida Business Corporation Act:

1. The name of the Surviving Corporation is The Cura Group II, Inc., a Florida Corporation (the "SURVIVING CORPORATION").
2. The name of the Merging Corporation is The Cura Group III, Inc., a Florida Corporation (the "MERGING CORPORATION").
3. 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 Florida and the Merger shall not alter its Articles of Incorporation.

4. 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.

THE CURA GROUP II, INC.

By: 

Peter Campitiello
Secretary

THE CURA GROUP III, INC.

By: 

Peter Campitiello
Secretary