

P96000101537

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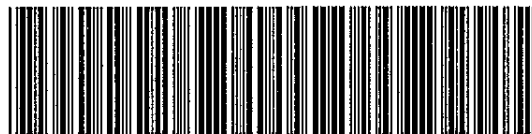
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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

5/28/2004

TO: Amendment Section
Division of Corporations

SUBJECT: ANSARI'S ATHLETIC SHOES, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David E. Terry, Esquire
(Name of person)

Terry and Frazier, LLP
(Name of firm/company)

125 East Jefferson Street
(Address)

Orlando, FL 32801
(City/state and zip code)

For further information concerning this matter, please call:

David E. Terry, Esquire at (407) 843-1956
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER
(Profit Corporations)

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TALLAHASSEE, FLORIDA

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)
ANSARI'S ATHLETIC SHOES, INC.	Florida	P96000101537

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PENNIES ON THE DOLLAR, INC.	Florida	P99000104720

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the 1st day of June, 2004.

Fifth: Adoption of Merger by **surviving** corporation:

The Plan of Merger was adopted by the board of directors and approved by the shareholders of the surviving corporation on May 23, 2004.

Sixth: Adoption of Merger by **merging** corporation(s):

The Plan of Merger was adopted by the board of directors and approved by the shareholders of the merging corporation on May 23, 2004.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Ansari's Athletic Shoes, Inc.	<u>Tahir Ansari</u>	Tahir Ansari, President
Pennies On The Dollar, Inc.	<u>Tahir Ansari</u>	Tahir Ansari, President

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>
ANSARI'S ATHLETIC SHOES, INC.	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
PENNIES ON THE DOLLAR, INC.	Florida

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

Pennies on the Dollar, Inc. shall be merged into Ansari's Athletic Shoes, Inc., the latter being the surviving corporation. The shareholders of Pennies on the Dollar, Inc. will receive shares of stock in Ansari's Athletic Shoes, Inc. and the current shareholders of Ansari's Athletic Shoes, Inc. will retain their current shares. The merger shall be effective as of June 1, 2004.

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:

Shareholders of Pennies on the Dollar, Inc. will receive five (5) shares of Ansari's Athletic Shoes, Inc. for each one (1) share they hold in Pennies on the Dollars, Inc. Current shareholders of Ansari's Athletic Shoes, Inc. will retain their current shares.

Other provisions relating to the merger are as follows:

No amendment to the Articles of Incorporation for the surviving corporation, Ansari's Athletic Shoes, Inc., is necessary.