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Division of Corporations

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Fax Number : (850)205-0380

From:

Account Name : GUTTA, KOUTOULAS & RELIS, LLC
Account Number : 119990000055
Phone : (954)452-8813
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MERGER OR SHARE EXCHANGE

MARKATIA EQUITIES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

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Merger

09/02/04

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Markatia Equities, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gregory J. Koutoulas, CPA

(Name of person)

Gutta Koutoulas & Rells, LLC

(Name of firm/company)

8211 W. Broward Blvd. Suite 350

(Address)

Plantation, FL 33324

(City/state and zip code)

For further information concerning this matter, please call:

Gregory J. Koutoulas, CPA

(Name of person)

at (954) 452-8813

(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

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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)
Markatin Equities, Inc.	Florida	P96000103796

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Food Plus Properties, Inc.	Florida	P9200009061
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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TALLAHASSEE, FLORIDA

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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 09 / 01 / 04 (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 08/30/04

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 08/30/04

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)

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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>
Markatia Equities, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Food Plus Properties, Inc.	Florida

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

See the attached Agreement and Plan of Merger.

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:

See the attached Agreement and Plan of Merger.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

ARTICLE III is amended to read:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1250 shares of common stock having \$1.00 per value per share.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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Seventh: SIGNATURES FOR EACH CORPORATION

Typed or Printed Name of Individual & Title

Mohammed A. Markalla - PD

Mohammed A. Markatia - PTSD

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of this 30th day of August, 2004, by and between: (i) MARKATIA EQUITIES, INC., a Florida corporation (the "Surviving Corporation"), and (ii) FOOD PLUS PROPERTIES, INC., an Florida corporation (the "Merged Corporation"), as follows:

WHEREAS, the Surviving Corporation desires to acquire all of the assets and liabilities of the Merged Corporation, the Surviving Corporation will exchange 2.5 shares of stocks for each outstanding share of stock in the Merging Corporation;

WHEREAS, the Surviving Corporation and the Merged Corporation desire to adopt a plan of reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, the Surviving Corporation and the Merged Corporation deem it advisable that the Merged Corporation be merged into the Surviving Corporation pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida; and

WHEREAS, the principal office of the Surviving Corporation in the State of Florida is located at 1215 W. Newport Center Drive; Deerfield Beach, Florida, and the name of its resident agent at that address is Mohammed A. Markatia.

NOW, THEREFORE, the parties agree as follows:

SECTION 1. THE MERGER

1.1 **Transfer of Property and Liabilities.** Upon the Effective Date (as hereinafter defined in Section 1.3 hereof) of the Merger, in accordance with the applicable sections of the Business Corporation Law of the State of Florida: (i) the separate existence of the Merged Corporation shall cease; (ii) all of the outstanding shares of stock of the Merged Corporation held by its Shareholders shall be cancelled; and (iii) upon the filing of Articles of Merger, certified as to the requisite stockholder approval, with the Secretary of State of the State of Florida, the Surviving Corporation shall possess all of the rights, privileges, immunities, powers, and purposes, and all the property, real and personal, causes of action, and every other asset of the Merged Corporation, and shall assume and be liable for all the liabilities, obligations, and penalties of the Merged Corporation, contingent or otherwise.

1.2 **The Surviving Corporation.** Following the Merger, the existence of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, with all of the rights, privileges, immunities, and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Florida. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue in full force and effect, and shall not be changed in any manner by the Merger. The directors and officers of the Surviving Corporation immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation.

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1.3 **Effective Date of Merger.** Unless this Agreement is earlier terminated pursuant hereto, the Articles of Merger attached hereto as Exhibit "A", certified as to the requisite shareholder approval, shall be submitted for filing with the Secretary of State of the State of Florida. The effective date of the Merger (the "Effective Date") shall be the date the Articles of Merger for the Merged Corporation and the Articles of Merger for the Surviving Corporation have been accepted by the appropriate authorities.

SECTION 2. CONSIDERATION

2.1 **Consideration.** On the Effective Date, the Surviving Corporation shall issue to the shareholders of the Merged Corporation 2.5 shares of its stock in exchange for each share of stock of the Merged Corporation.

2.2 Cancellation of Shares.

(a) **Shares of Merged Corporation.** The shares of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall automatically and without any action on the part of the Merged Corporation's shareholders be cancelled.

(b) **Shares of the Surviving Corporation.** None of the issued shares of the Surviving Corporation shall be converted as a result of the Merger, but all of such shares shall remain issued shares of capital stock of the Surviving Corporation.

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IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the authority duly given by the respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed on this the 30th day of August, 2004.

MARKATIA EQUITIES, INC.

By

M. G. Markatia
Its President

(CORPORATE SEAL)

FOOD PLUS PROPERTIES, INC.

By

M. G. Markatia
Its President

(CORPORATE SEAL)

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