

P97000023727

(Requestor's Name)

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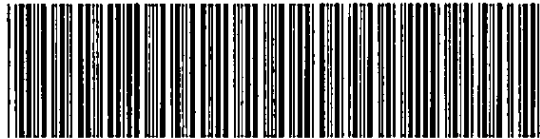
(Business Entity Name)

(Document Number)

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FILED
2022 OCT 31 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FL

11/28/2023

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SWEET PEA LIMITED, INC.

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

JACK LEVINE, CPA

Contact Person

JACK LEVINE P.A.

Firm/Company

3050 BISCAYNE BLVD STE 302

Address

MIAMI, FL 33137

City/State and Zip Code

MARIO@GOSWEETPEA.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JACK LEVINE

Name of Contact Person

At (305) 912-0081

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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

FIRST: The name and jurisdiction of the **surviving** entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>SWEET PEA LIMITED, INC.</u>	<u>FLORIDA</u>	<u>1120S</u>	<u>P97000023727</u>

SECOND: The name and jurisdiction of each **merging** eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>QUICK TO MARKET LLC</u>	<u>FLORIDA</u>	<u>1120S</u>	<u>L10000013170</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership. its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

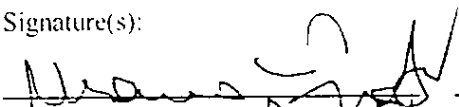
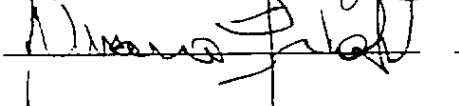
SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SWEET PEA LIMITED, INC.		MARIO FRATI
QUICK TO MARKET LLC		MARIO FRATI

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

PLAN OF MERGER
OF
SWEET PEA LIMITED INC AND QUICK TO MARKET LLC

The following PLAN OF MERGER (hereinafter the "PLAN OF MERGER") is submitted in compliance with sections 607.1101, FS and in accordance with the laws of any other applicable jurisdiction of incorporation.

The names of the corporations planning to merge are Sweet Pea Limited, Inc., a business corporation organized under the laws of the State of Florida, and Quick to Market LLC., a business corporation organized under the laws of the State of Florida as a Limited Liability Company.

The name of the surviving corporation is Sweet Pea Limited, Inc., a business corporation organized under the laws of the State of Florida.

The name of the merging corporation is Quick to Market LLC., a business corporation organized under the laws of the State of Florida as a Limited Liability Company.

This PLAN OF MERGER was adopted on 27th of October 2022 (i) for Sweet Pea Limited, Inc. by resolution of the shareholders entitled to vote in the manner prescribed by the provisions of the Florida Business Corporation Act and (ii) for Quick to Market LLC by resolution of the shareholders entitled to vote in the manner prescribed by the provisions of the Florida Business Corporation Act.

1. Quick to Market LLC. and Sweet Pea Limited, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Sweet Pea Limited, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Quick to Market LLC, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The manner and basis of converting the shares of each corporation into shares, obligations or, in whole or in part, into cash or other property and the manners 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: each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the

effective time and date of the merger, be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

8. The surviving corporation shall assume the assets and liabilities of the terminating corporation.

9. The effective date of the merger herein provided for shall be 27th of October 2022.