

P97000053642

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700108095917

08/21/07--01035--008 **70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 AUG 21 PM 4:50

Rs 8/31/07
Meiper

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PTM EAST COAST, INC.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

I. Sun We, Esq.
(Contact Person)

I. SUN WE, P.A.
(Firm/Company)

2699 Lee Road, Suite 485
(Address)

Winter Park, FL 32789
(City/State and Zip Code)

For further information concerning this matter, please call:

I. Sun We, Esq. At (407) 629-8828
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER 2007 AUG 21 PM 4:50

between

PTM EAST COAST, INC.
a Florida Corporation

and

H & J OF CENTRAL FLORIDA, INC.
a Florida Corporation

Pursuant to the provisions of §607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging PTM EAST COAST, INC., a Florida corporation, Florida Document/registration Number and Federal Employer Identification Number of which are P97000053642 and 59-3451418, respectively, and H & J OF CENTRAL FLORIDA, INC., a Florida corporation, Florida Document/Registration Number and Federal Employer Identification Number of which are P95000029261 and 59-3308058, respectively:

1. The names of the corporations, which are parties to this merger, are PTM EAST COAST, INC., whose principal office is located at 150 National Place, Unit 110, Longwood, Florida 32750, and H & J OF CENTRAL FLORIDA, INC., whose principal office is located at 150 National Place, Unit 110, Longwood, Florida 32750.
2. PTM EAST COAST, INC. a Florida corporation, Florida Document/registration Number and Federal Employer Identification Number of which are P97000053642 and 59-3451418, respectively, shall be the surviving corporation.
3. The attached Plan of Merger meets the requirements of sections 607.1103, Florida Statutes, and was approved by the stockholders of the undersigned domestic corporation in the manner prescribed by Chapter 607, Florida Statutes.
4. The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of the applicable jurisdiction.
5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

a) PTM EAST COAST, INC.

i) Total number of shares outstanding: 1,000

ii) Class of shares: Common Share

b) H & J OF CENTRAL FLORIDA, INC.

i) Total number of shares outstanding: 1,000

ii) Class of shares: Common Share

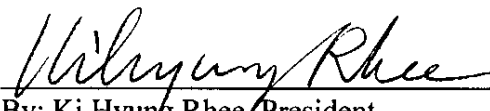
6. As to each corporation, the total number of shares that voted for and/or against the Plan of Merger, respectively, and as to any class entitled to vote as classes, the number of shares voted for and/or against the Plan, respectively, are as follows:

<u>Corporation</u>	<u>Total</u>	<u>For</u>	<u>Against</u>	<u>Class</u>
PTM EAST COAST, INC.	1,000	1,000	0	Common
H & J OF CENTRAL FLORIDA, INC.	1,000	1,000	0	Common

7. The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.


8. The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

PTM EAST COAST, INC.


By: Ki Hyung Rhee, President

Before me, the undersigned authority, personally appeared Ki Hyung Rhee, who, after being duly sworn, states that he is authorized to sign the Articles of Merger between PTM EAST COAST, INC. and H & J OF CENTRAL FLORIDA, INC., and that he signed the same on behalf of PTM EAST COAST, INC. in his capacity as President of the corporation.




Notary Public

H & J OF CENTRAL FLORIDA,, INC.


By: Chang Hoon Rhee, President

Before me, the undersigned authority, personally appeared Chang Hoon Rhee, the President of H & J OF CENTRAL FLORIDA, INC., and who, after being duly sworn, states that he is authorized to sign the Articles of Merger between PTM EAST COAST, INC. and H & J OF CENTRAL FLORIDA, INC., and that he signed the same on behalf of H & J OF CENTRAL FLORIDA, INC. in his capacity as President of the corporation.




Notary Public

PLAN OF MERGER

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.

THIS PLAN OF MERGER is dated August 10, 2007, between PTM EAST COAST, INC., a Florida corporation, (hereinafter referred to as the "surviving corporation") and H & J OF CENTRAL FLORIDA, INC., a Florida Corporation, (hereinafter referred to as the "absorbed corporation").

WHEREAS, PTM EAST COAST, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 150 National Place, Unit 110, Longwood, Florida 32750;

WHEREAS, PTM EAST COAST, INC. has a capitalization of Ten Thousand (10,000) authorized shares of One Hundredth Dollar (\$.01) common stock, of which One Thousand (1,000) shares are issued and outstanding;

WHEREAS, H & J OF CENTRAL FLORIDA, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 150 National Place, Unit 110, Longwood, Florida 32750;

WHEREAS, H & J OF CENTRAL FLORIDA, INC. has a capitalization of Ten Thousand (10,000) authorized shares of One Hundredth Dollar (\$.01) common stock, of which One Thousand (1,000) shares are issued and outstanding; and

WHEREAS, The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that H & J OF CENTRAL FLORIDA, INC. be merged into PTM EAST COAST, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. Merger. H & J OF CENTRAL FLORIDA, INC. shall merge with and into PTM EAST COAST, INC., a Florida corporation, which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving

corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each ONE (1) share of the \$0.01 common stock of H & J OF CENTRAL FLORIDA, INC. issued and outstanding on the effective date of the merger shall be converted into ONE (1) shares of the \$0.01 common stock of PTM EAST COAST, INC. which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan that may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

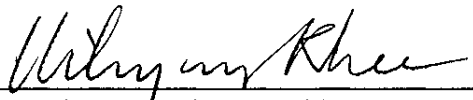
7. **Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of California at meetings to be held on or before August 15, 2007, or at such other time as to which the boards of directors of the constituent corporations may agree.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

9. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

PTM EAST COAST, INC.


By: Ki Hyung Rhee, President

H & J OF CENTRAL FLORIDA, INC.


By: Chang Hoon Rhee, President