

P97000102620

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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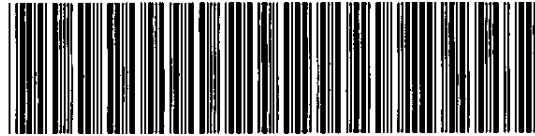
(Business Entity Name)

(Document Number)

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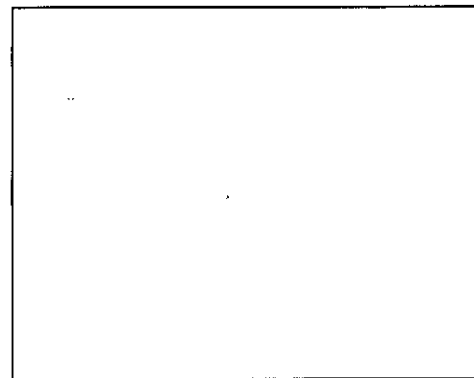
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FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
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ENTITY NAME:

ELVIR FLORIDA CORPORATION

CH# 7547 FOR \$87.50

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

— STAMPED COPY

XXX CERTIFICATE OF STATUS

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\* RE-SUBMITTING  
w/ CORRECTIONS  
PLEASE RETAIN ORIGINAL  
SUBMISSION DATE  
3/16/17 \*

Examiner's Initials

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
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Elvir Corporation  
9601 Collins Ave. Apt. 610  
Bal Harbour, FL 33154

Florida

Corporation

Florida Document/Registration Number: P04000001172

Elvir Florida Corporation  
9601 Collins Ave. Apt. 610  
Bal Harbour, FL 33154

Florida

Corporation

Florida Document/Registration Number: P97000102620

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
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Elvir Florida Corporation  
9601 Collins Ave. Apt. 610  
Bal Harbour, FL 33154

Florida

Corporation

Florida Document/Registration Number: P97000102620

**THIRD:** The attached Plan of Merger meets the requirements of section 607.1108 Florida Statutes, and was approved by each domestic corporation's shareholders that is a party to the merger in accordance with Chapter 607 Florida Statutes on March 15, 2017.

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

**FIFTH:** The Plan of Merger was adopted by the shareholders of Elvir Florida Corporation (surviving corporation) on March 15, 2017.

**SIXTH:** The Plan of Merger was adopted by the shareholders of Elvir Corporation (merging corporation) on March 15, 2017.

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

**EIGHTH:** Signature(s) for each party:

NAME OF ENTITY:

SIGNATURES:

PRINTED NAME OF INDIVIDUAL

ELVIR CORPORATION

  
President

Rivka Liberman,  
President

ELVIR FLORIDA CORPORATION

  
President

Rivka Liberman,  
President

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## **PLAN OF MERGER**

Merger between ELVIR CORPORATION, a Florida corporation (the "Disappearing Corporation" or "ELVIR"), and ELVIR FLORIDA CORPORATION, a Florida corporation (the "Surviving Corporation" or "ELVIR FLORIDA"). The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1108, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act").

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Elvir Corporation 9601 Collins Ave. Apt. 610 Bal Harbour, FL 33154	Florida
Elvir Florida Corporation 9601 Collins Ave. Apt. 610 Bal Harbour, FL 33154	Florida

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Elvir Florida Corporation 9601 Collins Ave. Apt. 610 Bal Harbour, FL 33154	Florida

**THIRD:** Articles of Organization. The Articles of ELVIR FLORIDA shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

**FOURTH:** Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each share of ELVIR outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of ELVIR FLORIDA in accordance with this Plan. Each share of ELVIR FLORIDA's that is issued and outstanding on the Effective Date shall continue as outstanding shares of ELVIR FLORIDA.

**FIFTH:** Satisfaction of Rights of Shareholders of ELVIR. All shares of ELVIR FLORIDA stock into which the shares of ELVIR's shall have been converted, and for which the interests of ELVIR's shareholders become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

**SIXTH:** Effect of Merger. On the Effective Date, the separate existence of ELVIR shall cease, and ELVIR FLORIDA shall be fully vested in ELVIR's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

**SEVENTH: Further Action Required.** If at any time after the Effective Date, ELVIR or ELVIR FLORIDA shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of ELVIR or ELVIR FLORIDA as the case may be, whether past or remaining in office, shall execute and deliver upon the request of ELVIR or ELVIR FLORIDA, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in ELVIR FLORIDA, or to otherwise carry out the provisions of this Plan.

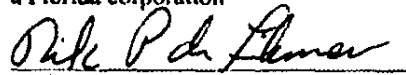
**EIGHTH: Filing with the Florida Department of State and Effective Date.** ELVIR and ELVIR FLORIDA shall cause their respective President to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by ELVIR FLORIDA to the Florida Department of State. In accordance with Section 607.1109 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

**NINTH: Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated March 15, 2017.

ELVIR CORPORATION  
a Florida corporation

By:

  
Rivka Liberman, President

ELVIR FLORIDA CORPORATION  
a Florida corporation

By:

  
Rivka Liberman, President