

P 98000010552

(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:

Mory Amaro GAVE

AUTHORIZATION BY PHONE TO

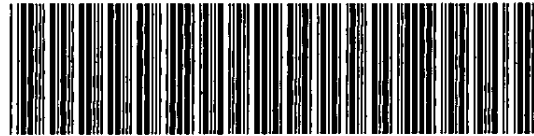
Add Terms & Conditions

DATE 09-05-06

BY D. Kinnell

FOR EXAM. D. Kinnell

Office Use Only



400078205884

08/04/06--01051--002 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 SEP - 1 PM 3:47

Merger

09/05/06

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Portillo, 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:

Mory Amaro
(Contact Person)

Cantor & Webb P.A.
(Firm/Company)

1001 Brickell Bay Drive, #3112
(Address)

Miami, Florida 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Mory Amaro At (305) 374-3886
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 29, 2006

MORY AMARO
CANTOR & WEBB P.A.
1001 BRICKELL BAY DR., #3112
MIAMI, FL 33131

SUBJECT: PORTILLO, INC.
Ref. Number: P98000010552

We have received your document for PORTILLO, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

PLEASE CALL DARLENE AT 850-245-6906, WE ARE UNABLE TO FILE THE MERGER AND NEED MORE INFORMATION. WE WERE UNABLE TO REACH YOU BY PHONE. THE PHONE SEEMS TO BE OUT OF ORDER. PLEASE CALL!!!!!!!!!!!!

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

Letter Number: 406A00052837



RECEIVED

06 AUG 28 AM 8:00

FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 15, 2006

MORY AMARO
CANTOR & WEBB P.A.
1001 BRICKELL BAY DR., #3112
MIAMI, FL 33131

SUBJECT: PORTILLO, INC.
Ref. Number: P98000010552

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

Letter Number: 106A00050434

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Portillo, Inc.	Florida	P98000010552

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SMILAX Inc.	Florida	P06000080637
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 August 1, 2006.

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 August 1, 2006.

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)

FILED STATE
SECRETARY OF CORPORATIONS
06 SEP - 1 PM 3:47

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Portillo, Inc.



Maria Helena Ramirez, President/Director

SMILAX Inc.

10

Maria Helena Ramirez, President/Director

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Portillo, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

SMILAX Inc.

Florida

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

At the effective time of the merger, Smilax Inc., the merging corporation shall be merged with and into Portillo, Inc. The articles of incorporation for Portillo, Inc. shall remain the articles of incorporation for the surviving corporation.

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:

All shares of the merging corporation shall be canceled and shall not be converted or exchanged in any manner.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
there are no amendments to the articles.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
none.