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12-01-08

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DIVISION OF CORPORATIONS  
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### COVER LETTER

TO: . Amendment Section  
Division of Corporations

SUBJECT: AVERAGE ENTERPRISES CORP.  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

MAURO C. SANTOS  
(Contact Person)

SANTOS + COMPANY, P.A.  
(Firm/Company)

25 S.E. 2ND AVE., SUITE 1235  
(Address)

MIAMI, FLORIDA 33131  
(City/State and Zip Code)

For further information concerning this matter, please call:

MAURO C. SANTOS At (305) 371-5252  
(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**

(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:

EFFECTIVE DATE

201-01-08

Name

Jurisdiction

Document Number

(If known/ applicable)

AVERAGE ENTERPRISES CORP.

DELAWARE

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Document Number

(If known/ applicable)

S.S.A. HOLDINGS GROUP, INC.

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** 01 / 01 / 2008 (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 12/17/2007.

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 12/17/2007.

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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

S.S.A. HOLDINGS GROUP, INC.

SILVIO R. ANSPACH / DIRECTOR

AVERAGE ENTERPRISE CORP.

SILVIO R. ANSPACH / DIRECTOR

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## **PLAN OF MERGER**

### **OF**

*S.S.A. HOLDINGS GROUP, INC. AND AVERAGE ENTERPRISES CORP.*

DATE: 12/17/07

#### **Section 1. MERGER**

On the Effective Date, S.S.A. HOLDINGS GROUP, INC., a[n] Florida corporation (Merging Corporation) shall be merged with and into AVERAGE ENTERPRISES, CORP., a[n] DELAWARE corporation (Surviving Corporation).

#### **Section 2. EFFECT OF MERGER**

At the time of the merger:

2.1. *Single Corporation.* The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation;

2.2. *Title to Assets.* The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed;

2.3. *Liabilities and Obligations.* The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date; and

2.4. *Pending Proceedings.* Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

#### **Section 3. CORPORATE INCIDENTS**

3.1. *Articles of Incorporation.* The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

3.2. *Bylaws.* The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following this merger.

3.3. *Board of Directors and Officers.* The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

#### **Section 4. SHARES OF STOCK**

4.1. *Exchange of Shares.* On or after the Effective Date, the Surviving Corporation, upon the receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporation, shall issue to the shareholders of the Merging Corporation stock certificates representing one share of the fully paid and nonassessable common stock of the Surviving Corporation for each Ten (10) share of the Merging Corporation held by the shareholders.

4.2. *Cancellation of Shares.* On the Effective Date, each share of stock of the Merging Corporation that is then issued and outstanding shall, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

4.3. *Continuation of Shares.* Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

#### **Section 5. EFFECTIVE DATE**

The merger of the Merging Corporation and the Surviving Corporation shall be effective on January 1<sup>st</sup>, 2008.

#### **Section 6. INTENT**

It is the intent of the Merging Corporation and the Surviving Corporation that the transaction contemplated by this plan of merger shall constitute a merger under the Business Corporation Act of the state of Florida and the general Corporation Law of the state of Delaware and qualify as a tax-free corporate reorganization within the meaning of IRC §368(a)(1)(A).

#### **Section 7. GOVERNING LAW**

This merger will take place in accordance with the Business Corporation Act of the state of Florida and the general Corporation Law of the state of Delaware. \_\_\_\_\_

Dated this 17<sup>th</sup> day of December, 2007.

S.S.A. HOLDINGS GROUP, INC.

By: \_\_\_\_\_

SILVIO R. ANSPACH, Sole Director

AVERAGE ENTERPRISES, CORP.

By: \_\_\_\_\_

SILVIO R. ANSPACH, Sole Director