

P98000106766

Chapter Number Only

Alan R. Hecht.

Requestor's Name

2070 NE 215 St

Address

Miami FL 33180

City

State

ZIP

Phone

#1441B

VALIDATION ONLY

100002821261--0

-03/29/99--01004--013

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

USBR Enterprises, Inc.

Merger

☐ Profit

☐ NonProfit

☐ Amendment

☐ Foreign

☐ Dissolution

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk-In

☐ Will Wait

☒ Pick Up

☐ Mail Out



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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Empire Toll Free: 1-800-432-3028

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

USBR ENTERPRISES, INC., a California corporation not authorized to transact  
business in Florida

INTO

**USBR ENTERPRISES INC.**, a Florida corporation, P98000106766

File date: March 29, 1999

Corporate Specialist: Annette Ramsey

# ARTICLES OF MERGER

**USBR ENTERPRISES, INC.,** a Florida Corporation  
and  
**USBR ENTERPRISES, INC.,** a California Corporation

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporations, **USBR ENTERPRISES, INC.,** a Florida corporation, and **USBR ENTERPRISES, INC.,** a California corporation adopts the following **ARTICLES OF MERGER**, for **USBR ENTERPRISES, INC.,** a Florida corporation, Corporate Document Number P98000106766 and **USBR ENTERPRISES, INC.,** a California corporation.

**FIRST:** The **AGREEMENT OF MERGER**, a copy of which is attached hereto, is effective on this 1<sup>st</sup> day of January, 1998.

**SECOND:** The **AGREEMENT OF MERGER** were adopted by unanimous consent of the Stockholders and the Board of Directors of both **USBR ENTERPRISES, INC.,** a Florida corporation, and **USBR ENTERPRISES, INC.,** a California corporation at Joint Meetings of the Stockholders and Board of Directors held on the 28<sup>th</sup> day of December, 1998.

**USBR ENTERPRISES, INC.,**  
a Florida Corporation

By: [Signature]  
**PAULO FRANK FILHO, its President**

**USBR ENTERPRISES, INC.,**  
a California Corporation

By: [Signature]  
**PAULO FRANK FILHO, its President**

**STATE OF FLORIDA**  
**COUNTY OF MIAMI-DADE**

The foregoing instrument was acknowledged before me this 25 day of January, 1999, by **PAULO FRANK FILHO**, who is ☒ personally known to me as the person described in and who executed the foregoing or ☐ who has produced \_\_\_\_\_ as identification, and who did ☐, did not ☐, take an oath.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal at Miami, Florida, the day and year first written above.

[Signature]  
OFFICIAL NOTARY SEAL  
ALAN R. HECHT  
(Printed Name of Notary) PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC458547  
COMMISSION EXP. MAY 21, 1999  
Serial Number of Notary  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_

**PLAN OF MERGER**  
**OF**  
**USBR ENTERPRISES, INC., a California Corporation**  
**INTO**  
**USBR ENTERPRISES, INC., a Florida Corporation**

1. **MERGER.** USBR ENTERPRISES, INC., a California corporation, hereinafter called the **CALIFORNIA COMPANY**, shall be merged into **USBR ENTERPRISES, INC., a Florida corporation**, hereinafter called the **FLORIDA COMPANY**.
2. **TERMS OF MERGER.** The terms of the merger are:
  - 2.1. The **CALIFORNIA COMPANY** shall be merged into the **FLORIDA COMPANY** in accordance with the statutory procedure set forth in Sections 607.1101 through 607.1106 of the Florida Statutes.
  - 2.2. The **FLORIDA COMPANY** shall be the surviving corporation and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of the **FLORIDA COMPANY** shall continue unaffected and unimpaired by the merger. The Articles of Incorporation and the Bylaws, each as heretofore amended, of the **FLORIDA COMPANY** shall remain in effect unaltered as the Articles of Incorporation and the Bylaws of the surviving corporation, and the duly qualified and acting directors and officers of the **FLORIDA COMPANY** immediately prior to the time when the merger becomes effective, as provided in paragraph 5 hereof, hereinafter called the **Effective Time**, shall be the directors and officers of the surviving corporation.
  - 2.3. The corporate identity, existence, purposes, powers, franchises, rights, and immunities of the **CALIFORNIA COMPANY** shall be merged into the **FLORIDA COMPANY**, and the **FLORIDA COMPANY** shall be fully vested therewith.
  - 2.4. The separate existence of the **CALIFORNIA COMPANY**, except insofar as specifically otherwise provided by law, shall cease at the **Effective Time**, whereupon the **CALIFORNIA COMPANY** and the **FLORIDA COMPANY** shall become a single corporation.
  - 2.5. At the **Effective Time**, each outstanding common share of the **CALIFORNIA COMPANY** shall be converted into one common share of the **FLORIDA COMPANY**, fully paid and nonassessable by the **FLORIDA COMPANY**.

3. **BASIS OF EXCHANGE.** The manner and basis of converting the shares of the **CALIFORNIA COMPANY** into shares of the **FLORIDA COMPANY** shall be as follows:
- 3.1. The current outstanding shares of the **FLORIDA COMPANY** shall be retired, subject to all the provisions of this Plan of Merger.
- 3.2. At the **Effective Time**, each common share of the **CALIFORNIA COMPANY** shall thereupon be converted into one common share of the **FLORIDA COMPANY**. Each such holder of outstanding common shares of the **CALIFORNIA COMPANY**, upon the surrender to the **FLORIDA COMPANY** of one or more certificates of such shares for cancellation, shall be entitled to receive one or more certificates for the number of common shares of the **FLORIDA COMPANY** represented by the certificates so surrendered for cancellation by such holder. Until so surrendered, each such certificate representing outstanding common shares of the **CALIFORNIA COMPANY** shall represent the ownership of a like number of common shares of the **FLORIDA COMPANY** for all corporate and legal purposes.
4. **SHAREHOLDERS' APPROVAL.** At a Joint Meeting of the Stockholders and the Board of Directors of the **FLORIDA COMPANY** and of the **CALIFORNIA COMPANY**, this Plan will be submitted for approval and consent to this Plan of Merger, to be held on or before December 31, 1998.
5. **EFFECTIVE TIME.** The merger shall become effective upon filing Articles of Merger with the Secretary of State of the State of Florida. the **FLORIDA COMPANY** shall cause such Articles to be so filed and recorded within 72 hours after this Plan of Merger shall have been approved by the shareholders of both the **FLORIDA COMPANY** and the **CALIFORNIA COMPANY**, as provided by Sections 607.1103 and 607.0120 of the Florida Statutes. If at any time before such Articles of Merger have been so filed and recorded, either the **FLORIDA COMPANY** or the **CALIFORNIA COMPANY** shall notify the other, pursuant to the provisions of paragraphs 6 or 7 hereof, of its election to cancel the merger, this Plan of Merger shall be null and void, the merger shall not become effective, and the **FLORIDA COMPANY** shall not thereafter file or record such Articles of Merger.
6. **CANCELLATION OF PLAN BY SURVIVING CORPORATION.** The **FLORIDA COMPANY** may, in its sole discretion, cancel this Plan of Merger and abandon the merger at any time prior to the **Effective Time**, by delivering written notice thereof to the **CALIFORNIA COMPANY**.
7. **CANCELLATION OF PLAN BY MERGED CORPORATION.** The **CALIFORNIA COMPANY** may, in its sole discretion, cancel this Plan of Merger and abandon the merger at any time prior to the **Effective Time**, by delivering written notice thereof to the **FLORIDA COMPANY**.