

P99000005765

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

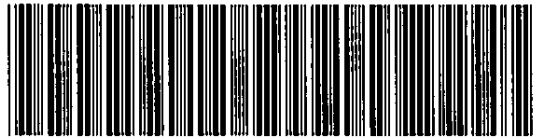
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FILED
09 MAY 27 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
Tewis
5-29-09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VALENTINE AGENCY, 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:

CARLOS SAMLUT

(Contact Person)

SAMLUT & COMPANY

(Firm/Company)

550 BILTMORE WAY SUITE 200

(Address)

CORAL GABLES, FL, 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

CARLOS SAMLUT

(Name of Contact Person)

At (305) 461-9518

(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:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|------------------------|---------------------|--|
| VALENTINE AGENCY, INC. | FLORIDA | P99000005765 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------------------|---------------------|--|
| NORTH AMERICAN MANAGEMENT, INC. | FLORIDA | P98000028892 |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

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 APRIL 29th, 2009

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 APRIL 29th, 2009

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)

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TALLAHASSEE, FLORIDA

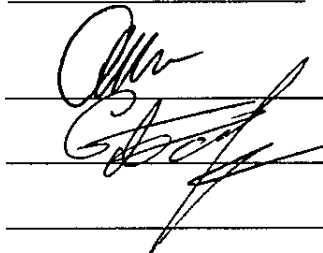
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

VALENTINE AGENCY, INC



Alla V. Scott

NORTH AMERICAN MANAGEMENT, INC

MARKERA GALUSTYANTS

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.

This Plan of Merger (the "Plan") is entered into as of April 29, 2009 by and between North American Management, Inc., a Florida corporation ("Merger Corp.") and Valentine Agency, Inc., a Florida corporation (the "Company").

RECITALS

The boards of directors and shareholders of Merger Corp. and the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that Merger Corp. be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

At the Effective Time, the officers and directors of the Company shall be as follows and shall remain until their successors are elected and have qualified: Alla Velbaum; President

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, all of the common stock of the Company, \$.50 (Fifty Cents) par value per share ("Company Common Stock"), which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive in the aggregate \$100 payable in immediately available funds.

B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each share of common stock of Merger Corp. issued and outstanding immediately prior to the Effective Time, shall be automatically converted into one share of Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

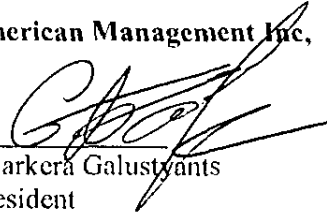
ARTICLE V

Effective Time


As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

North American Management Inc,

By: 
Name: Markera Galustyants
Title: President

Valentine Agency Inc,

By: 
Name: Alla Velbaum *Scott*
Title: President