

P990000028466
Simstate Research
Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Camp Ramaguois Inc. (Corporation Name) (Document #)
2. into (Corporation Name) (Document #)
3. Ramaguois Holdings, Inc. (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
99
APR - 7 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" type="checkbox"/> | Merger |

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*****78.75 *****78.75

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

RECEIVED
99 APR - 7 AM 11:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

DDR

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAMP RAMAQUOIS INC., a New York corporation not authorized to transact
business in Florida

,

INTO

RAMAQUOIS HOLDINGS, INC., a Florida corporation, P99000028466

File date: April 7, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

OF

**CAMP RAMAQUOIS INC.
(A New York Corporation)**

INTO

**RAMAQUOIS HOLDINGS, INC.
(A Florida Corporation)**

FILED
99 APR -7 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAMP RAMAQUOIS INC., a New York corporation ("Ramaquois New York"), and **RAMAQUOIS HOLDINGS, INC.**, a Florida corporation ("Ramaquois Florida"), hereby adopt these Articles of Merger pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act:

1. Ramaquois New York hereby merges into Ramaquois Florida (the "Merger"), pursuant to, and in accordance with the terms of, the Plan and Agreement of Merger, dated March 31, 1999, by and between Ramaquois New York and Ramaquois Florida, a copy of which is attached as Exhibit A hereto and made a part hereof (the "Plan of Merger").

2. Ramaquois Florida shall be the surviving corporation in the Merger (the "Surviving Corporation").

3. The Merger shall become effective on filing of these Articles of Merger with the State of Florida Department of State.

4. The Plan of Merger has been approved and adopted by the unanimous written consent dated March 31, 1999 of all of the directors and shareholders of Ramaquois New York.


5. The Plan of Merger has been approved and adopted by the unanimous written consent dated March 31, 1999 of all of the directors and shareholders of Ramaquois Florida.

6. These Articles of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute but one and the same instrument.

7. These Articles of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida.

IN WITNESS WHEREOF, Ramaquois New York and Ramaquois Florida, have each caused these Articles of Merger to be executed as of this 31st day of March, 1999.

CAMP RAMAQUOIS INC., a
New York corporation

By: 
Arthur Kessler, President

RAMAQUOIS HOLDINGS, INC., a
Florida corporation

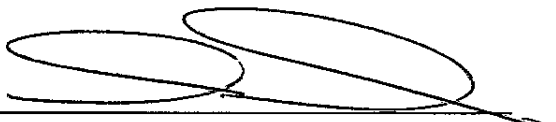
By: 
Arthur Kessler, President

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** dated as of March 31, 1999, by and between **RAMAQUOIS HOLDINGS, INC.**, a Florida corporation ("Ramaquois Florida"), and **CAMP RAMAQUOIS INC.**, a New York corporation ("Ramaquois New York").

RECITALS

A. Ramaquois Florida is a Florida corporation, having its principal place of business in Palm Beach County, Florida.

B. Ramaquois New York is a New York corporation, having its principal place of business in Rockland County, New York.

C. The respective board of directors of each of Ramaquois Florida and Ramaquois New York have determined that it is in the best interest of their respective corporations and their stockholders to consummate the merger contemplated by this Agreement.

D. It is the intention of the parties that the merger contemplated by this Agreement be treated as a "reorganization" under Section 368(a) of the Internal Revenue Code of 1986 (the "Code").

E. The authorized capital stock of Ramaquois Florida consists of 1,000 shares of common stock, par value \$.01 per share (the "RF Common Stock"), of which 100 shares are issued and outstanding as of the date of this Agreement.

F. The authorized capital stock of Ramaquois New York consists of 200 shares of common stock, no par value (the "RNY Common Stock"), of which 100 shares are issued and outstanding as of the date of this Agreement.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants, representations, warranties and agreements contained in this Agreement, the parties hereby agree as follows:

1. Certain Definitions. The following terms are used in this Agreement and Plan of Merger with the meanings set forth below:

"Effective Date" means the effective date of the Merger.

"Effective Time" means the effective time of the Merger.

"FBCA" means the Florida Business Corporation Act.

"NYBCL" means the New York Business Corporation Law.

"RF Common Stock" means the common stock, par value \$.01 per share, of Ramaquois Florida.

"RNY Common Stock" means the common stock, no par value, of Ramaquois New York.

2. Capital Stock and Voting Rights. The parties hereby acknowledge that: (i) the outstanding capital stock of Ramaquois Florida consists of 100 shares of RF Common Stock, all of which are entitled to vote on all matters which require the approval of the shareholders, including the Merger; and (ii) the outstanding capital stock of Ramaquois New York consists of 100 shares of RNY Common Stock, all of which are entitled to vote on all matters requiring the approval of the shareholders, including the Merger.

3. Merger. At the Effective Time, Ramaquois New York shall be merged with and into Ramaquois Florida (the "Merger"), the separate corporate existence of Ramaquois New York shall cease and Ramaquois Florida shall survive and continue to exist as a Florida corporation (Ramaquois Florida, as a surviving corporation in the Merger, sometime being referred to herein as the "Surviving Corporation").

4. Effect of Merger. The Merger shall become effective upon the later of the filing in the office of the Florida Department of State of Articles of Merger in accordance with Section 607.1105 of the FBCA and the filing in the office of the Department of State of the State of New York of a Certificate of Merger in accordance with Section 907 of the NYBCL or at such latter time as may be set forth in such articles and certificate. The Merger shall have the effects prescribed in the FBCA and the NYBCL.

5. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation shall be those of Ramaquois Florida as an effect immediately prior to the Effective Time.

6. Directors and Officers of Ramaquois Florida. The directors and officers of the Surviving Corporation shall be the directors and officers of Ramaquois Florida immediately prior to the Effective Time, until such time as their successors shall be duly elected and qualified.

7. Merger Consideration. Subject to the provisions of this Agreement and Plan of Merger, at the Effective Time, automatically by virtue of the Merger and without any action on the part of any person:

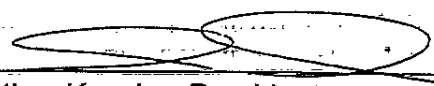
1. Outstanding RF Common Stock. Each share of RF Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into one fully paid and non-assemble share of the Common Stock, par value \$0.01 per share, of the Surviving Corporation.

2. *Outstanding RNY Common Stock.* Each share of RNY Common Stock issued and outstanding immediately prior to the Effective Time shall be canceled.

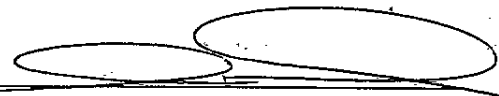
8. Governing Law. This Agreement and Plan of Merger shall be governed and interpreted in accordance with the laws the State of Florida applicable to contracts made and to be performed entirely within such state except to the extent that mandatory provisions of the NYBCL are applicable.

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed in counterparts by their duly authorized officers, all as the date first-above written.

RAMAQUOIS HOLDINGS, INC., a
Florida corporation

By: 
Arthur Kessler, President

CAMP RAMAQUOIS INC., a New
York corporation

By: 
Arthur Kessler, President