

P99000060065

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

merged

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

1. Empire Auto Inc (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of State

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

100002930921--7
-07/14/99-01056-012
*****78.75 *****78.75

Examiner's Initials

APR
7/14/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

EMPIRE AUTO, INC., a Florida corporation V27164

INTO

MARC DE GUICEIS, INC., a Florida corporation, P99000060065

File date: July 14, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

99 JUL 14 PM 2:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger have been entered between Empire Auto Inc., a Florida corporation and Marc De Guiceis, Inc., a Florida corporation. Empire Auto Inc. is to be merged into Marc De Guiceis, Inc., a Florida corporation and Marc De Guiceis Inc. is to be the surviving corporation and it is agreed as follows:

1. The Plan of Merger is to have Marc De Guiceis, Inc., a Florida corporation be the successor corporation.
2. That Empire Auto Incorporated is the corporation being merged and will no longer exist after the merger has been completed.
3. The effective date of the merger shall be when the Articles of Merger are filed.
4. Shareholder approval was not required, however, all shareholders did approve and execute a document evidencing such approval dated July 8, 1999 ⁷ (MD)
5. That the plan of merger was agreed to by Empire Auto Incorporated and Marc De Guiceis, Inc., a Florida corporation on July 8, 1999 ⁷ (MD)
6. That the plan of merger was approved and the written consent of each shareholder has been obtained pursuant to the applicable Florida law.
7. The surviving corporation, Marc De Guiceis, Inc., a Florida corporation appoints the secretary of state as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders that is a party to this merger, and agrees to pay any dissenting shareholder pursuant to Florida statute 607.1302.

Dated this 7 day of July, 1999.

Marc De Guiceis, Inc.
a Florida Corporation

by Marc De Guiceis
Marc De Guiceis, President

Empire Auto Incorporated,
a Florida corporation

by Marc De Guiceis
Marc De Guiceis, President

PLAN OF MERGER

This Plan of Merger has been entered on the 7 day of July, 1999 in accordance with the applicable Florida statutes of the State of Florida consisting of the merger of that Florida corporation now known as Empire Auto, Incorporated, a Florida corporation into Marc De Guiceis, Inc., a Florida corporation and pursuant to this plan of merger it is stated as follows:

1. The Florida corporations know as Empire Auto Incorporated and Marc De Guiceis, Inc., a Florida corporation are planning to merge and pursuant to Florida statute 607.1101 (2) will have Marc De Guiceis, Inc., a Florida corporation be the surviving corporation.
2. The terms and conditions of the proposed merger will consist of the effective transfer of any and all assets and liabilities belonging to Empire Auto Incorporated into the successor corporation known as Marc De Guiceis, Inc., a Florida corporation
3. That Empire Auto Incorporated has issued 7,500 shares of \$1.00 par value common stock of which only 200 shares have been issued with Marc De Guices being the 100% owner of all outstanding issued shares. The remaining 7300 shares are being issued this date and all 7,500 shall be acquired in this plan of merger by Marc De Guiceis, Inc., a Florida corporation, the surviving corporation which has 100 shares of no par value stock. Immediately subsequent to the plan of merger, Marc De Guiceis (hereinafter referred to as Marc) shall be the owner of all 100 shares of no par value stock of the successor corporation.
4. The effective date of the merger shall be the date the Articles of Merger are filed with the State.
5. That this plan of merger is approved by both the successor corporation, Marc De Guiceis, Inc., a Florida corporation, and the corporation being merged, Empire Auto Incorporated.

Dated this 7 day of July, 1999.

Marc De Guiceis, Inc.
a Florida Corporation

by Marc De Guiceis
Marc De Guiceis, President

Empire Auto Incorporated,
a Florida corporation

by Marc De Guiceis
Marc De Guiceis, President

APPROVAL OF BOARD OF DIRECTORS

This approval of the Board of Directors is hereby entered this 7 day of July, 1999 and it is stated as follows:

1. That the plan of merger which has been entered between the successor corporation, Marc De Guiceis, Inc., a Florida corporation and Empire Auto Incorporated, a Florida corporation has been reviewed by the entire Board of Directors and all shareholders of both corporations.

2. The Board of Directors of Marc De Guiceis, Inc., a Florida corporation consists of Marc De Guiceis and the shareholders consist solely of Marc De Guiceis.

3. The Board of Directors of Empire Auto Incorporated, a Florida corporation consists of Marc De Guiceis and the shareholders consist solely of Marc De Guiceis.

4. On the date indicated above, all shareholders and Board of Directors approved the plan of merger which is executed on this same date and all shareholders of both corporations have attended a special meeting for such purpose. All conditions of the special meeting have been waived by the shareholders and Board of Directors as is evidenced by the execution of this approval. The purpose of the shareholders meeting was to approve the plan of merger. There were not dissenting shareholders and this plan was approved unanimously.

5. The officers of both the successor and the merged corporation are hereby instructed and authorized to perform all acts necessary to accomplish the purpose of the plan of merger including transfer of stock certificates in accordance with the plan.

Dated this 7 day of July, 1999.

Marc De Guiceis, Inc.
a Florida Corporation

by Marc De Guiceis
Marc De Guiceis, President

Empire Auto Incorporated,
a Florida corporation

by Marc De Guiceis
Marc De Guiceis, President