

P99000086797

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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-11/02/00--01018--024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

1. Simi Global Corporation  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ 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

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

Q. COULLETTE NOV 02 2000

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

MR. CONTAINER, INC., a Florida corporation, P96000076735

INTO

**SIMI GLOBAL CORPORATION**, a Florida entity, P99000086797.

File date: November 2, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
MR. CONTAINER, INC.,  
a Florida corporation  
into  
SIMI GLOBAL CORPORATION,  
a Florida corporation**

**ARTICLES OF MERGER** between **SIMI GLOBAL CORPORATION, a Florida corporation** ("Surviving Corporation") and **MR. CONTAINER, INC., a Florida corporation** ("Nonsurviving Corporation").

Pursuant to §607.1105 of the Florida Statutes, the Surviving corporation and the Nonsurviving corporation adopt the following Articles of Merger:

**ARTICLE - 1**

The name of the Surviving corporation has not been changed as a result of the Merger. The name of the corporation surviving the Merger is:

**SIMI GLOBAL CORPORATION,  
a Florida corporation**

**ARTICLE - 2**

The Surviving corporation is a domestic corporation, incorporated in the State of Florida on October 1, 1999.

**ARTICLE - 3**

The name of the Nonsurviving corporation is:

**MR. CONTAINER, INC.,  
a Florida corporation**

**ARTICLE - 4**

The state of domicile of the Nonsurviving corporation is the State of Florida and the date of incorporation of the Nonsurviving corporation is September 12, 1996.

**ARTICLE - 5**

The Plan of Merger dated the 13<sup>th</sup> day of October, 2000 ("Plan of Merger"), between Surviving corporation and the Nonsurviving corporation was adopted by the Board of Directors of the Surviving corporation of the 13<sup>th</sup> day of October, 2000 since Shareholder approval of the Plan of Merger is not required by the Shareholders of the Surviving corporation pursuant to §607.1103(7)/§607.1103(1) of the Florida Statutes and was adopted by the Board of Directors of the Nonsurviving corporation of the 13<sup>th</sup> day of

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October, 2000 since Shareholder approval of the Plan of Merger is not required by the Shareholders of the Nonsurviving corporation pursuant to §33-366(2) of the Connecticut Statutes.

#### ARTICLE - 6

Pursuant to the Plan of Merger, all issued and outstanding shares of Nonsurviving corporation's stock will be acquired by means of a merger of the Nonsurviving corporation into the Surviving corporation with the Surviving corporation being the surviving corporation (hereinafter the "Merger").

#### ARTICLE - 7

The Plan of Merger as approved is on file at the principal place of business of the Surviving corporation at 2000 South Bayshore Drive, Suite 58, Miami, Florida 33133 and is attached as Exhibit "A" and incorporated by reference as if fully set forth.

#### ARTICLE - 8


The Surviving corporation shall furnish a copy of the Plan of Merger on request and without cost to any Shareholder of any such merging corporation.

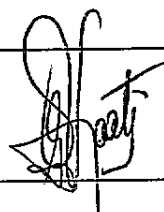
#### ARTICLE - 9

Pursuant to §607.1105(1)(b) of the Florida Statutes, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.


**IN WITNESS WHEREOF**, the parties have set their hands this 13<sup>th</sup> day of October, 2000.

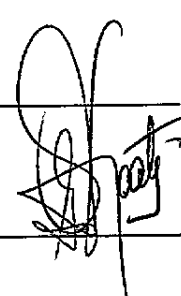
**SIMI GLOBAL CORPORATION, a Florida corporation**

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

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

**MR. CONTAINER, INC., a Florida corporation**

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

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

## PLAN OF MERGER

Merger between **SIMI GLOBAL CORPORATION**, a Florida corporation (the "Surviving Corp.") and **MR. CONTAINER, INC.**, a Florida corporation (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with §607.1101 and §607.1107 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by Law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 100 shares of common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. None of the former holders of Disappearing Corp. stock owned fractional shares.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any times after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.


7. Filing with the Florida Department of State and Effective Date. Upon the adoption of the Plan by Constituent Corporations' Board of Directors and the execution of this Plan, Disappearing Corp. and Surviving Corp. shall cause their respective President and Secretary to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles as specified herein.


8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the Shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the Shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the Shareholders of the respective Constituent Corporations.

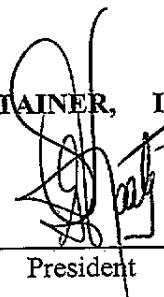
IN WITNESS WHEREOF, the parties have set their hands this 13<sup>th</sup> day of October, 2000.

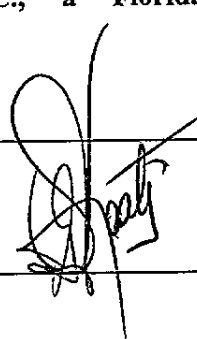
**SIMI GLOBAL CORPORATION, a Florida corporation**

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

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

**MR. CONTAINER, INC., a Florida corporation**

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

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