

S51627

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2009 NOV 23 A 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*merger
Tews*

11-24-09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Valany Import/Export, 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:

Nicole Vanier

Contact Person

Valany Import/Export, Inc.

Firm/Company

8256 Woodsmuir Dr.

Address

West Palm Beach, FL 33412

City/State and Zip Code

nicole@uicusa.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicole Vanier

Name of Contact Person

At (561)

694-6886

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 16, 2009

NICOLE VANIER
VALANY IMPORT/EXPORT, INC.
8256 WOODSMUIR DRIVE
WEST PALM BEACH, FL 33412

SUBJECT: VALANY IMPORT/EXPORT, INC.
Ref. Number: S51627

We have received your document for VALANY IMPORT/EXPORT, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$105.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 909A00035650

RECEIVED
2009 NOV 23 AM 8:00
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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)
Valany Import/Export, Inc.	Florida	S51627

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Ultimate International Products Co.</u>	<u>Florida</u>	<u>P93000006360</u>
<u>Ultimate International Commerce USA, Inc.</u>	<u>Florida</u>	<u>P02000013056</u>

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 11-06-09

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 11-06-09

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)

[illegible]

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.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Valany Import/Export, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

The Ultimate International Products Co.

Florida

Ultimate International Commerce USA, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

All assets as they exist at the effective time of the merger shall pass to and vest in Valany Import/Export, Inc. without any conveyance. Valany Import/Export, Inc. shall be responsible for all of the liabilities of every kind and description.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

One share of each merging corporations will equal one share of the surviving corporation

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: