

Division of Corporations

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S53256

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

SEA BEACH PLAZA, INC.

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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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(if known/ applicable)</small>
Sea Beach Plaza, Inc.	Florida	553256

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(if known/ applicable)</small>
Gini, Inc.	Florida	551510

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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.

QR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 1, 2005 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 1, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

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PLAN OF MERGER

- First: On the effective date of the merger, the separate existence of the merging corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the merging corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the merging corporation, and neither the rights of creditors nor any liens on the property of the merging corporation shall be impaired by the merger.

- Second: The manner and basis of converting the shares of the merging corporation into shares of the surviving corporation is as follows:
 - (a) Each share of the one Dollar (\$1.00) par value common stock of GINI, INC., issued and outstanding on the effective date of the merger shall be converted into 1 share of the one Dollar (\$1.00) par value common stock of SEA BEACH PLAZA, INC., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

- Third: The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the corporation surviving the merger.

- Fourth: The bylaws of the Surviving Corporation shall be the bylaws of the corporation surviving the merger.

- Fifth: The directors and officers of the surviving corporation as of the effective date of the merger shall be as follows:

MAURICE TARDIF	PRESIDENT/SECRETARY/DIRECTOR 2957 S.W. 54 th Street Dania, Florida 33312
GILLES SYLVESTRE	VICE PRESIDENT/TREASURER/DIRECTOR 55 Du Bosquet Vaudreuil Sur Le Lac Q.C. J 7V-8P3

- Sixth: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

- Seventh: This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

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Dated: April 23, 2005

By:

GINI, INC., a Florida corporation

By: *Gilles Sylvestre*
Print Name: Gilles Sylvestre, President

By:

SEA BEACH PLAZA, INC., a Florida corporation

By: *Maurice Tardif*
Print Name: Maurice Tardif, President

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