

# S54978

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

100002772041--5

-02/10/99--01080--007  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

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

1. Cesaroni Enterprises, LLC (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

FILED  
 99 FEB 10 PM 4:41  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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
<input type="checkbox"/>	Other

RECEIVED  
 99 FEB 10 PM 3:06  
 DIVISION OF CORPORATION

Examiner's Initials TRD  
2/10/99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CESARONI HOLDINGS OF CALIFORNIA, INC., a California corporation not  
authorized to transact business in Florida

INTO

**CESARONI ENTERPRISES, INC.**, a Florida corporation, S54978

File date: February 10, 1999

Corporate Specialist: Annette Ramsey

**CESARONI ENTERPRISES, INC., A FLORIDA CORPORATION**  
**and**  
**CESARONI HOLDINGS OF CALIFORNIA, INC., A CALIFORNIA CORPORATION**

**Articles of Merger**


(FS § 607.1105]


Cesaroni Enterprises, Inc., a Florida corporation, and Cesaroni Holdings of California, Inc., a California corporation, being validly and legally formed under the laws of the State of Florida and California, respectively, have adopted a Plan of Merger:

FILED  
99 FEB 10 PM 4:41  
STATE OF FLORIDA  
TALMAHASSEE

1. Plan of Merger is attached hereto.
2. The effective date of the Merger is April 1, 1998 or on the date of filing these Articles.
3. Shareholder approval was obtained.
4. Cesaroni Enterprises, Inc. adopted the Plan of Merger on March 20, 1998 by a vote of the shareholders and board of directors.
5. Cesaroni Holdings of California, Inc. adopted the Plan of Merger on March 20, 1998 by a vote of the shareholders and board of directors.

CESARONI ENTERPRISES, INC.,  
a Florida corporation

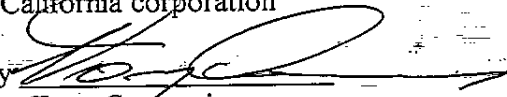
By   
Tony Cesaroni,  
its President

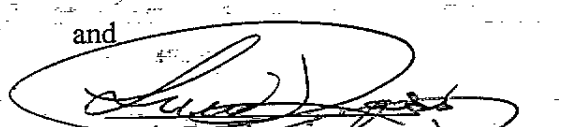
and   
Tony Cesaroni  
its Secretary

(CORP. SEAL)



CESARONI HOLDINGS OF  
CALIFORNIA, INC.  
a California corporation

By   
Tony Cesaroni  
its President

and   
Lucio Rossi  
its Secretary

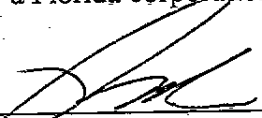
11-5-98  
(CORP. SEAL)



Acknowledgment

STATE OF FLORIDA )  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 29 day of October, 1998, by Tony Cesaroni, as President and Secretary of Cesaroni Enterprises, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

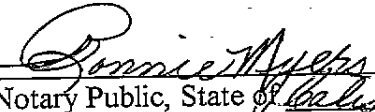


**Robert S. Forman**  
MY COMMISSION # CC615439 EXPIRES  
March 6, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Acknowledgment

STATE OF California )  
COUNTY OF Los Angeles )

The foregoing instrument was acknowledge before me this 5<sup>th</sup> day of NOVEMBER, 1998, by Lucio Rossi as Secretary of Cesaroni Holdings of California, Inc., a California corporation, on behalf of the corporation, who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of California

My Commission Expires:

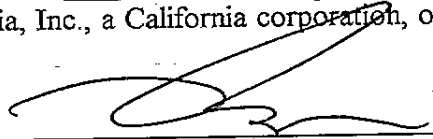
Sept 25, 2000



Acknowledgment

STATE OF FLORIDA )  
COUNTY OF BROWARD )

The foregoing instrument was acknowledge before me this 29 day of October, 1998, by Tony Cesaroni as President of Cesaroni Holdings of California, Inc., a California corporation, on behalf of the corporation, who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



**Robert S. Forman**  
MY COMMISSION # CC615439 EXPIRES  
March 6, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.


**CESARONI ENTERPRISES, INC., A FLORIDA CORPORATION**  
and  
**CESARONI HOLDINGS OF CALIFORNIA, INC., A CALIFORNIA CORPORATION**

**Plan of Merger**

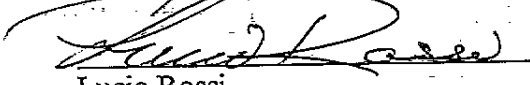
(FS §§ 607.1101; 607.1103)

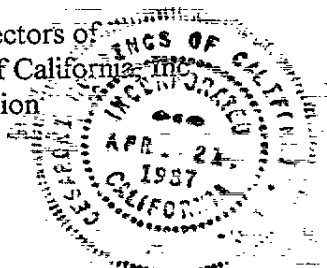
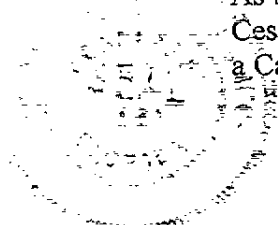
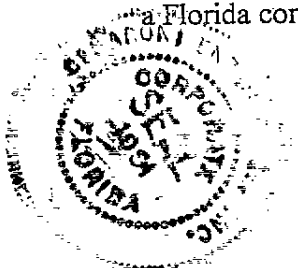
Cesaroni Enterprises, Inc., a Florida corporation and Cesaroni Holdings of California, Inc., a California corporation, hereby adopt the following Plan of Merger pursuant to § 607.1101, Fla. Stat. (1998).

1. Name of each corporation planning to merge is:  
  
Cesaroni Enterprises, Inc., a Florida corporation  
Cesaroni Holdings of California, Inc., a California corporation
2. Name of surviving corporation is:  
  
Cesaroni Enterprises, Inc., a Florida corporation
3. The terms and conditions of the merger are:  
  
As set forth in the "Provisions for Plan of Merger" attached.
4. The manner and basis of converting the shares of each corporation is:  
  
As set forth in the "Provisions for Plan of Merger" attached.
5. The manner and basis of converting rights to acquire shares of each corporation is:  
  
As set forth in the "Provisions for Plan of Merger" attached.
7. The effective date of the merger is:  
April 1, 1998

  
Tony Cesaroni  
As the Sole Directors of  
Cesaroni Enterprises, Inc  
a Florida corporation

  
Tony Cesaroni

  
Lucio Rossi  
As the Board of Directors of  
Cesaroni Holdings of California, Inc.  
a California corporation



**CESARONI ENTERPRISES, INC., A FLORIDA CORPORATION**  
**and**  
**CESARONI HOLDINGS OF CALIFORNIA, INC., A CALIFORNIA CORPORATION**

**Provisions for Plan of Merger**

(FS § 607.1101; 607.1103)

**Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed 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 absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

**Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation, Cesaroni Enterprises, Inc., shall continue to be its articles of incorporation following the effective date of the merger.

**Changes in Bylaws.** The bylaws of the surviving corporation, Cesaroni Enterprises, Inc., shall continue to be its bylaws following the effective date of the merger.

**Directors and Officers.** The directors and officers of the surviving corporation, Cesaroni Enterprises, Inc., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

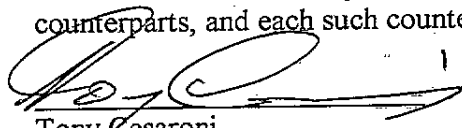
**Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate

under the laws of the State of Florida and the State of California to consummate this merger.

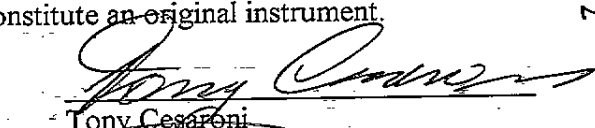
Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of California at meetings to be held on or before March 20, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

Effective Date of Merger. The effective date of this merger shall be April 1, 1998 and articles of merger shall be filed by the Florida Department of State.

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



Tony Cesaroni  
As the Sole Director of  
Cesaroni Enterprises, Inc.  
a Florida corporation



Tony Cesaroni



Lucio Rossi  
As the Board of Directors of  
Cesaroni Holdings of California, Inc.  
a California corporation

