

579962

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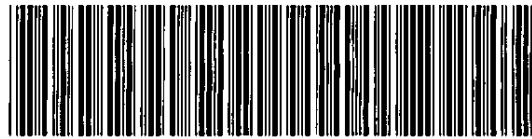
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TALLAHASSEE FLORIDA

Merger
7/2/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Coastal Optical Systems, 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:

Gary Walk

Contact Person

Casey Ciklin Lubitz Martens & O'Connell

Firm/Company

515 N. Flagler Drive, 18th Floor

Address

West Palm Beach, FL 33401

City/State and Zip Code

gwalk@caseyciklin.com

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

For further information concerning this matter, please call:

Gary Walk

Name of Contact Person

At (561) 820-0314

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

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Coastal Optical Systems, Inc.</u>	<u>Florida</u>	<u>S79962</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Liebmann Optical Company, Inc.</u>	<u>Massachusetts</u>	<u>N/A</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 30 JUNE 2009

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 30 JUNE 2009

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)

Name of Corporation

Typed or Printed Name of Individual & Title

Coastal Optical Systems, Inc

JAMES J. KUMLER

Liebmann Optical Company, Inc.

JAMES J. KUMLER

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

Coastal Optical Systems, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Liebmann Optical Company, Inc.

Massachusetts

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

200 Common Shares of the capital stock of the surviving corporation, being all of the issued and outstanding stock of the surviving corporation, shall be exchanged for 1,000 shares of Common Stock of the merging corporation, being all of the issued and outstanding stock of the merging corporation, on the basis of one Common Share of the surviving corporation for every five shares of Common Stock of the merging corporation.

(Continued on additional sheet)

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:

The Common Stock of the merging corporation shall be converted into Common Shares of the surviving corporation on the basis of five shares of Common Stock of the merging corporation for one newly issued Common Share of the surviving corporation.
(Attach additional sheets if necessary)

Additional Sheet

(Third Article, continued)

The exchanged shares of the Common Stock of the merging corporation shall then be converted to Common Shares of the surviving corporation on the basis of five shares of Common Stock of the merging corporation for one newly issued Common Share of the surviving corporation. The merging corporation shall then merge into the surviving corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
(See attached Articles of Amendment to Articles of Incorporation).

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: