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Merge

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2013 JAN -3 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/9/13

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January 2, 2013

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Certificate of Merger of NCM of Melbourne, L.L.C. into Telemak, Inc.
("Certificate of Merger")

Dear Sir/Madam:

Enclosed are the original and four (4) copies of the above-referenced Certificate of Merger together with a check for \$180.00 to cover the \$60.00 filing fee and \$120.00 certified copy fee.

Please contact my office with any questions and forward the four (4) certified copies of the Certificate of Merger to the undersigned at the address above indicated.

Very truly yours,



JOEL E. BOYD

JEB/ig
Enclosures

**CERTIFICATE OF MERGER
OF
NCM OF MELBOURNE, L.L.C. INTO TELEMAK, INC.**

FILED

2013 JAN -3 PM 4:07

CERTIFICATE OF MERGER between **NCM OF MELBOURNE, L.L.C.**, a Florida limited liability company ("NCM") and **TELEMAK, INC.**, a Florida corporation ("Telemak").

CLERK OF STATE
TALLAHASSEE, FLORIDA

Under F.S. 608. 4382, NCM and TELEMAK adopt the following Certificate of Merger.

1. The Agreement and Plan of Merger dated December 21, 2012 ("Plan of Merger"), between NCM and TELEMAK was approved and adopted by the Manager and Members of NCM on December 21, 2012 and was adopted by the Board of Directors and Shareholders of TELEMAK on December 21, 2012.

2. Under the Plan of Merger, all issued and outstanding membership interests of NCM will be acquired by means of a merger of NCM into TELEMAK with TELEMAK the surviving corporation ("Merger").

3. The Plan of Merger attached hereto and incorporated by reference herein was approved by NCM and TELEMAK in accordance with the applicable provisions of F.S. 607 and 608.

4. The effective date of the Merger shall be the date of filing of this Certificate of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the parties have set their hands on December 21, 2012.

TELEMAK, INC. a Florida corporation

NCM OF MELBOURNE, L.L.C., a
Florida limited liability company

By: 
NICHOLAS TELEMACHOS, President

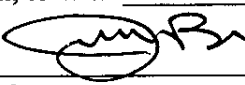
X By: 
NICHOLE A. TELEMACHOS, ~~Manager~~
Manager

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 21st day of December, 2012, by **NICHOLAS TELEMACHOS** and **NICHOLE A. TELEMACHOS**. Said persons did not take an oath and (check one) X are personally known to me, _____ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or _____ produced other identification, to wit: _____.



JOEL E. BOYD
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE129251
Expires 9/25/2015


Print Name: _____
Notary Public, State of FLORIDA
Commission No.: _____
My Commission Expires: _____

PLAN OF MERGER

This Plan of Merger between **TELEMAK, INC.** a Florida corporation, (the "Surviving Corporation") and **NCM OF MELBOURNE, L.L.C.**, a Florida limited liability company, (the "Disappearing Entity") is being effected in accordance with F.S. 608. 4382.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. Distribution to Members of the Disappearing Entity. On the Effective Date, each membership interest of Disappearing Entity that shall be issued and outstanding at that time shall without more be converted into and exchanged for one-third (1/3) share of Class B Non-Voting Common stock of Surviving Corporation in accordance with this Plan of Merger. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. Effect of Merger. On the Effective Date, the separate existence of Disappearing Entity shall cease, and Surviving Corporation shall be fully vested in Disappearing Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.

4. Supplemental Action. If at any time after the Effective Date, Surviving Corporation 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 Corporation or Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to vest, perfect, confirm, or record the title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan of Merger.

5. Filing with the Florida Department of State and Effective Date. On the Closing, as provided in the Agreement and Plan of Merger, Disappearing Entity and Surviving Corporation shall cause their respective Manager and President to execute a Certificate of Merger in the form attached to this Agreement. This Plan of Merger shall be incorporated by reference into the Certificate of Merger and shall become an exhibit to the Certificate of Merger. Thereafter, the Certificate of Merger shall be delivered for filing by Surviving Corporation to the Florida Department of State. The Certificate of Merger shall specify the "Effective Date," which shall be the filing date of the Certificate.

6. Termination. At any time before the Effective Date, this Plan of Merger may be terminated and the Merger abandoned by mutual consent of the Surviving Corporation and the Disappearing Entity.