

L04000001276

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

B. KOHR

DEC 8 0 2011

EXAMINER



000215096250

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 30 AM 10:47
NOT RETURNED
TO DIVISION OF
SECRETARY OF FILINGS

EFFECTIVE DATE

1/1/2012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 30 PM 2:01



CORPORATION SERVICE COMPANY

EFFECTIVE DATE

11/1/2012

ACCOUNT NO. : I20000000195

REFERENCE : 045154 7377485

AUTHORIZATION :

Lyndee

COST LIMIT : \$ 50.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 30 PM 2:01

ORDER DATE : December 29, 2011

ORDER TIME : 5:17 PM

ORDER NO. : 045154-005

CUSTOMER NO: 7377485

ARTICLES OF MERGER

NUTRITION RESEARCH GROUP, LLC

INTO

ADVANCED NUTRIENT SCIENCE
INTERNATIONAL, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: _____

EFFECTIVE DATE

11/1/2012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 39 PM 2:01

STATE OF FLORIDA
ARTICLES OF MERGER
OF
NUTRITION RESEARCH GROUP, LLC
INTO
ADVANCED NUTRIENT SCIENCE INTERNATIONAL, LLC

THESE ARTICLES OF MERGER (these "Articles") are being submitted for filing on the 30th day of December, 2011, in accordance with Section 608.4382 of the Florida Statutes in connection with the merger of Nutrition Research Group, LLC with and into Advanced Nutrient Science International, LLC (the "Merger"):

FIRST: **Merging Entity.** The exact name, street address of its principal office, jurisdiction and entity type for the merging entity is as follows:

Name: Nutrition Research Group, LLC
Street Address: 10540 72nd Street, Largo, Florida 33777
Jurisdiction: Florida
Entity Type: limited liability company
Florida Doc. No. L03000011813
FEI Number: 421583477

SECOND: **Surviving Entity.** The exact name, street address of its principal office, jurisdiction and entity type of the surviving entity is as follows:

Name: Advanced Nutrient Science International, LLC
Street Address: 10540 72nd Street, Largo, Florida 33777
Jurisdiction: Florida
Entity Type: limited liability company
Florida Doc. No.: L04000001276
FEI Number: 582487783

THIRD: **Plan of Merger; Satisfaction of Conditions.** The Agreement and Plan of Merger (the "Plan of Merger") for the Merger is attached hereto as Exhibit A, and by this reference is incorporated in these Articles in its entirety. All conditions precedent to the Merger, as specified in the Plan of Merger, have been met or waived by the constituent companies to the Merger.

FOURTH: **Compliance.** The Plan of Merger complies with (i) the applicable provisions of Chapter 608, Section 438 of the Florida Statutes (the "F.S."), and (ii) the terms of the respective articles of organization and operating agreements of each of the constituent companies to the Merger.

FIFTH: **Approvals.**

(a) On December 21, 2011, pursuant to and in accordance with the applicable provisions of Chapter 608 of the F.S. and the articles of organization and operating agreement of Advanced Nutrient Science International, LLC ("ANSI"), the managers and members of ANSI unanimously approved and duly adopted the Plan of Merger and these Articles.

(b) On December 21, 2011, pursuant to and in accordance with the applicable provisions of Chapter 608 of the F.S. and the articles of organization and operating agreement of Nutrition Research Group, LLC ("NRG"), the managers and members of NRG unanimously approved and duly adopted the Plan of Merger and these Articles.

SIXTH: **Effective Time.** The Merger shall be effective at 12.00 a.m., Eastern Time, on January 1, 2012 (the "Effective Time").

SEVENTH: **Terms of Merger.** At the Effective Time, the following actions will occur in accordance with the Plan of Merger:

(a) NRG (the "Merged Entity") shall be merged with and into ANSI (the "Surviving Entity").

(b) The Articles of Organization of ANSI, as in effect immediately prior to the Effective Time (the "Articles of Organization"), shall thereafter continue in full force and effect as the Articles of Organization of the Surviving Entity, until altered or amended as provided therein or by law.

(c) The limited liability company operating agreement of ANSI, as in effect immediately prior to the Effective Time (the "Operating Agreement"), shall thereafter continue in full force and effect as the Articles of Organization of the Surviving Entity, until altered or amended as provided therein or by law.

(d) At and as of the Effective Time, by virtue and as a result of the Merger, and without any action on the part of the holder thereof, each of the issued and outstanding membership interests of the Merged Entity shall be cancelled, without payment of any consideration and without conversion, and the Merged Entity shall cease to exist.

(e) At and as of the Effective Time, by virtue and as a result of the Merger, and without any action on the part of the holder thereof, each of the issued and outstanding membership interests of the Surviving Entity shall remain issued and outstanding, and the Surviving Entity shall continue to exist.

EIGHTH: Managers of Surviving Entity. The managers of ANSI, as in office immediately prior to the Effective Time (the "Managers"), shall thereafter continue in office as the Managers of the Surviving Entity, their resignation, removal or successors shall be duly appointed or elected in accordance with the Operating Agreement of the Surviving Entity. At and as of the Effective Time, by virtue and as a result of the Merger, the names and addresses of the Managers of the Surviving Entity shall be:

David J. McCabe
10540 72nd Street
Largo, Florida 33777

and

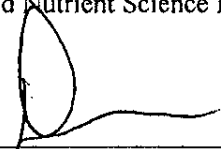
Daniel Watkins
10540 72nd Street
Largo, Florida 33777

IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be executed and acknowledged in their respective names by their respective managers, duly authorized, in accordance with the laws of the State of Florida, all on and as of the day and year first above written.

ANSI:

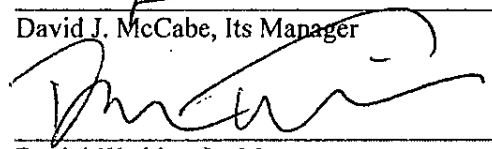
Advanced Nutrient Science International, LLC

By:



David J. McCabe, Its Manager

By:

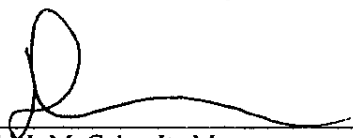


Daniel Watkins, Its Manager

NRG:

Nutrition Research Group, LLC

By:



David J. McCabe, Its Manager

Exhibit A

Agreement and Plan of Merger

(Attached)

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
NUTRITION RESEARCH GROUP, LLC
WITH AND INTO
ADVANCED NUTRIENT SCIENCE INTERNATIONAL, LLC**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into this 21st day of December, 2011, by and among ADVANCED NUTRIENT SCIENCE INTERNATIONAL, LLC, a Florida limited liability company (referred to in this Agreement as "ANSI"), and NUTRITION RESEARCH GROUP, LLC, a Florida limited liability company (referred to in this Agreement as, "NRG").

WITNESSETH

WHEREAS, the respective managers of ANSI and NRG deem it advisable and in the best interests of their respective companies and the members thereof that NRG be merged with and into ANSI, as authorized by the laws of the State of Florida, specifically, pursuant to Section 608.4382 of the Florida Statutes (the "F.S."), and under and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, ANSI and NRG, in consideration of the mutual covenants and provisions hereinafter contained, and intending to be legally bound, have agreed and do hereby agree, each with the other as follows:

1. In accordance with the provisions of this Agreement and the Florida Statutes, at the Effective Time (as defined below), NRG (the "Merged Entity") shall be merged with and into ANSI (the "Surviving Entity"), the separate existence of NRG shall cease, and ANSI shall continue its existence under the laws of Florida under its present name (the "Merger").

2. The Merger shall become effective as of 12:00 a.m., Eastern Time, on January 1, 2012, or on such later date and time as (i) Articles of Merger for the Merger have been filed by the Department of State of the State of Florida, and (ii) all fees and taxes required by the laws of the State of Florida shall have been paid (the "Effective Time").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of the Merged Entity, as of the Effective Time, by reason of the Merger, and without further act or deed on the part of the Merged Entity, the Surviving Entity or any of their respective managers or members, and the title to or any interest in any real property or other assets so vested in the Surviving Entity shall not revert or in any way be impaired by reason of the Merger.

4. Every right, privilege, immunity, power, franchise and authority, of a public as well as of a private nature, of the Merged Entity shall be vested in the Surviving Entity as of the Effective Time, by reason of the Merger, and without further act or deed on the part of the Merged Entity, the Surviving Entity or any of their respective managers or members.

5. All obligations belonging to or due to the Merged Entity shall be vested in the Surviving Entity as of the Effective Time, by reason of the Merger, and without further act or deed on the part of the Constituent Companies or otherwise.

6. The Surviving Company shall be liable for all of the debt, obligations and other liabilities of the Merged Entity existing as of the Effective Time, by reason of the Merger, and without further act or deed on the part of the Merged Entity, the Surviving Entity or any of their respective managers or members.

7. At the Effective Time, by virtue of the Merger and without any action on the part of the Merged Entity, the Surviving Entity or any of their respective managers or members:

(a) Each issued and outstanding membership interest of the Merged Entity shall be canceled without payment of any consideration and without any conversion; and

(b) Each issued and outstanding membership interest of the Surviving Entity shall remain issued and outstanding.

8. The Articles of Organization of ANSI in effect immediately prior to the Effective Time shall remain in effect and shall be the Articles of Organization of the Surviving Entity.

9. The Operating Agreement of ANSI in effect immediately prior to the Effective Time shall remain in effect and shall be the Operating Agreement of the Surviving Entity.

10. The Managers of ANSI in office immediately prior to the Effective Time shall remain in office and shall be the Managers of the Surviving Entity.

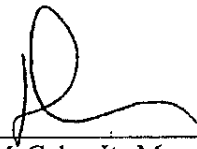
Signature Page Follows.

IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed and acknowledged in their respective names, by their respective managers, duly authorized, in accordance with the laws of the State of Florida, all on and as of the day and year first above written.

ANSI:

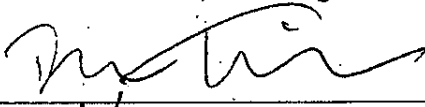
Advanced Nutrient Science International, LLC

By:



David J. McCabe, Its Manager

By:

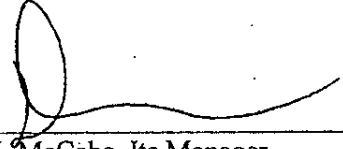


Daniel Watkins, Its Manager

NRG:

Nutrition Research Group, LLC

By:



David J. McCabe, Its Manager

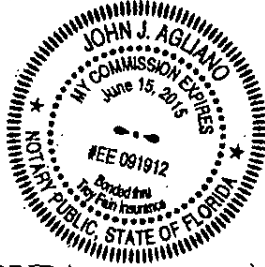
ACKNOWLEDGMENT

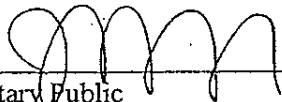
STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

On this 21st day of December, 2011, before me personally appeared DAVID J. MCCABE, who is personally known to me and who acknowledged to me that he is a Manager of each of Advanced Nutrient Science International, LLC and Nutrition Research Group, LLC, and that he executed the foregoing Agreement and Plan of Merger as the Manager of each of such entities.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 21st day of December, 2011.

[seal]





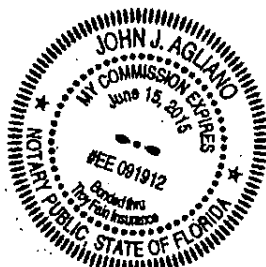
Notary Public
My commission expires:

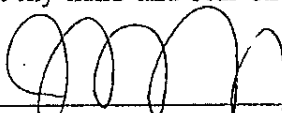
STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

On this 21st day of December, 2011, before me personally appeared DANIEL WATKINS, who is personally known to me and who acknowledged to me that he is a Manager of each of Advanced Nutrient Science International, LLC and Nutrition Research Group, LLC, and that he executed the foregoing Agreement and Plan of Merger as the Manager of each of such entities.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 21st day of December, 2011.

[seal]





Notary Public
My commission expires: