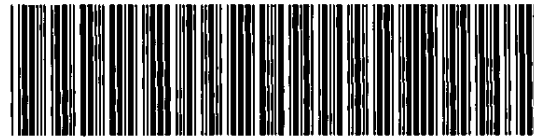


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09/04/08--01003--004 **50.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 18, 2008

KARP & LANGERMAN, P.L.
MILFORD PLACE CORPORATE CENTER
185 PLAINS ROAD
MILFORD, CT 06461

SUBJECT: HADROC ASSOCIATES LLC
Ref. Number: L08000074322

We have received your document for HADROC ASSOCIATES LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$50.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 208A00046356

Law Offices
Karp & Langerman, P.C.
Milford Place Corporate Center

JOEL C. KARP
jkarp@karp-langerman.com

LAWRENCE LANGERMAN
llangerman@karp-langerman.com

185 Plains Road
Milford, Connecticut 06461

MILFORD (203) 876-0606
WESTPORT (203) 866-5892
FAX (203) 876-0768

August 11, 2008

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Hadroc Associates LLC

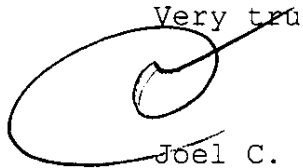
Dear Sir:

Enclosed is a Cover Letter and a Certificate of Merger with an attached Agreement and Plan of Merger for the above LLC for filing with the Registration Section, Division of Corporations.

A check in the amount of \$50.00 made payable to the Florida Department of State to cover the filing fees is also enclosed.

Please call me if you have questions.

Very truly yours,



Joel C. Karp

JCK/bks
Encls.
Cc: Henry & Annelis Frenkel
Frenkel/ltr/FL LLC Registrations-08-0811

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hadroc Associates LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Joel C. Karp, Esq.

(Contact Person)

Karp and Langerman, P.C.

(Firm/Company)

185 Plains Road, Suite 209E

(Address)

Milford, CT 06461

(City, State and Zip Code)

For further information concerning this matter, please call:

Joel C. Karp, Esq.

(Name of Contact Person)

at (203) 876-0606

(Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

08 SEP -4 AM 10: 33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hadroc Associates LLC	Connecticut	LLC
Hadroc Associates LLC	Florida	LLC L08-74322

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hadroc Associates LLC	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

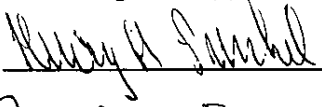
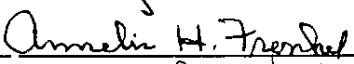
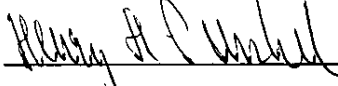
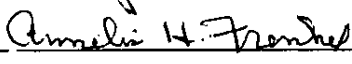
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Hadroc Associates LLC		Henry Frenkel
Hadroc Associates LLC		Annelis H. Frenkel
Hadroc Associates LLC		Henry Frenkel
Hadroc Associates LLC		Annelis H. Frenkel

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hadroc Associates LLC	Connecticut	LLC
Hadroc Associates LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hadroc Associates LLC	Florida	LLC

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

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER

Hadroc Associates LLC, a Connecticut limited liability company having its principal place of business in Fairfield, Connecticut (hereinafter "Connecticut") and Hadroc Associates LLC, a Florida limited liability company having its principal place of business in Sarasota, Florida (hereinafter "Florida"), deeming it to be in the best interest of both parties and their respective Members to merge their respective properties, assets, and liabilities into one limited liability company, agree to a plan of merger as follows:

1. Merger

On the effective date of the merger, hereinafter designated, Connecticut shall merge into Florida.

2. Articles of Organization

The Articles of Organization of Florida as and in effect on the date of the merger provided for in this Agreement shall continue in full force and effect as the Articles of Organization of the surviving limited liability company.

3. Terms and Conditions

a. The Operating Agreement of Connecticut as it shall exist on the effective date of this Agreement shall be and remain the Operating Agreement of Florida until the same shall be altered, amended and repealed as therein provided.

b. The name of the surviving limited liability company shall be Hadroc Associates LLC.

d. The effective date of the merger shall be upon filing with the Secretary of State.

e. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged limited liability company shall be transferred to, vested in, and devolve upon the surviving limited liability company without further act or deed and all property, rights, and every other interest of the surviving limited liability company and the merged limited liability company shall be as they were of the surviving limited liability company and the merged limited liability company respectively. The merged limited liability company hereby agrees from time to time, as and when requested by the surviving limited liability company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving limited liability company may deem necessary or desirable in order to vest in and confirm to the surviving limited liability company title to and possession of any property of the merged limited liability company acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise carry out the intent and purposes

hereof and the proper officers and directors of the surviving limited liability company are fully authorized in the name of the merged limited liability company or otherwise to take any and all such action.

4. Conversion of Membership Interests

As of the effective date of the merger, the membership interests in Connecticut shall be cancelled. Since the Members of Connecticut and the Members of Florida are the same, both as to identity and membership interests, no conversion of Connecticut membership interests is necessary.

5. Member Approval

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Members of either constituent entity at any time prior to the date of filing the merger with the Secretary of State.

Dated this 16th day of July, 2008.

HADROC ASSOCIATES LLC - CT

By Henry H. Frenkel
Henry H. Frenkel, Manager

By Annelis Frenkel
Annelis Frenkel, Manager

HADROC ASSOCIATES LLC - FL

By Henry H. Frenkel
Henry H. Frenkel, Manager

By Annelis Frenkel
Annelis Frenkel, Manager

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA