

L12000116935

**Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : DIVERSIFIED CORPORATE SERVICES INT'L INC.
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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE
WILLIAM AND SONS GROUP, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$58.75

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1-1-13
merger
CC*

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T. LEWIS

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December 21, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

WILLIAM & SONS GROUP, LLC
495 BRICKELL AVENUE
5507
MIAMI, FL 33131US

SUBJECT: WILLIAM & SONS GROUP, LLC
REF: L12000116935

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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Darlene Connell
Regulatory Specialist II

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

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

FILED
2012 DEC 21 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
WILLIAM & SONS GROUP, LLC	NEW YORK	LLC
WILLIAM & SONS GROUP, 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>
WILLIAM & SONS GROUP, 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.

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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:

EFFECTIVE JANUARY 01, 2013

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 entitled 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: _____

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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:
WILLIAM & SONS GROUP, LLC	s/ GEORGE FAKHIR	GEORGE FAKHIR
AUTHORIZED REPRESENTATIVE		
WILLIAM & SONS GROUP, LLC	s/ GEORGE FAKHIR	GEORGE FAKHIR
AUTHORIZED REPRESENTATIVE		

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

Fees: 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

Certified Copy (optional): \$30.00

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PLAN OF MERGER OF

WILLIAM & SONS GROUP, LLC, a New York Limited Liability Company
into
WILLIAM & SONS GROUP, LLC, a Florida
Limited Liability Company

This Plan of Merger is agreed to between WILLIAM & SONS GROUP, LLC, a New York limited liability company and WILLIAM & SONS GROUP, LLC, a Florida limited liability company. The parties agree as follows:

1. WILLIAM & SONS GROUP, LLC, shall merge into WILLIAM AND SONS GROUP, LLC.

2. Each outstanding unit of WILLIAM & SONS GROUP, LLC, shall be converted to a unit of WILLIAM & SONS GROUP, LLC, at the rate of 1:1.

3. The Articles of Organization of WILLIAM & SONS GROUP, LLC, as in effect immediately prior to the effective date of the merger, shall remain the Articles of Organization of WILLIAM & SONS GROUP, LLC.

4. The Operating Agreement of WILLIAM & SONS GROUP, LLC, as in effect immediately prior to the effective date of the merger, shall remain the Operating Agreement of WILLIAM & SONS GROUP, LLC.

5. The Members and Managers of WILLIAM & SONS GROUP, LLC, immediately prior to the effective date of the merger shall remain the Members and Managers of WILLIAM & SONS GROUP, LLC.

6. Upon consummation of the merger, WILLIAM & SONS GROUP, LLC, shall succeed, without other transfer, to all the rights and property of WILLIAM & SONS GROUP, LLC, and shall be subject to all the debts, liabilities and obligations of WILLIAM & SONS GROUP, LLC, in the same manner as if incurred by WILLIAM & SONS GROUP, LLC.

7. All rights of creditors and all liens and trusts upon or arising from the property of WILLIAM & SONS GROUP, LLC, and WILLIAM & SONS GROUP, LLC, shall be preserved unimpaired, providing that the liens and trust obligations upon property of WILLIAM & SONS GROUP, LLC, shall be limited to the property affected thereby immediately prior to the time the merger is effective.

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8. Any action or proceeding pending by or against WILLIAM & SONS GROUP, LLC, may be prosecuted to judgment, which shall bind WILLIAM & SONS GROUP, LLC, or WILLIAM & SONS GROUP, LLC, may be proceeded against or substituted in its place.

9. The merger shall be effective as of January 01, 2013.

WILLIAM & SONS GROUP, LLC, a New York llc, constituent

By: s/ George Fakhir December 19, 2012
George Fakhir
Authorized Representative

WILLIAM & SONS GROUP, LLC, a Florida llc, survivor

By: s/ George Fakhir December 19, 2012
George Fakhir
Authorized Representative

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