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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 JAN 12 AM 9:51

TRANSMITTAL LETTER

January 5, 2007

TO: Amendment Section
Division of Corporations

SUBJECT: SOMERSET FINANCIAL GROUP, INC.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

STUART R. MORRIS, ESQ.

(Name of person)

MORRIS LAW GROUP

(Name of firm/company)

7000 WEST PALMETTO PARK ROAD, SUITE 310

(Address)

BOCA RATON, FL 33433

(City/state and zip code)

For further information concerning this matter, please call:

STUART R. MORRIS, ESQ.

(Name of person)

at (561) 750-3850

(Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 10, 2007

STUART R. MORRIS, ESQ.
MORRIS LAW GROUP
7000 WEST PALMETTO PARK ROAD - STE. 310
BOCA RATON, FL 33433

SUBJECT: SOMERSET FINANCIAL GROUP, INC.
Ref. Number: P06000113726

We have received your document for SOMERSET FINANCIAL GROUP, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

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) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 907A00002111

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JAN 13 2007

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SOMERSET FINANCIAL GROUP, INC.</u>	<u>FLORIDA</u>	<u>P06000113726</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SOMERSET FINANCIAL GROUP, INC.</u>	<u>NEW YORK</u>	<u></u>
<u></u>	<u></u>	<u></u>
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DIVISION OF CORPORATIONS
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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 in the future.)

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 September 1, 2006.

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 December 15, 2006.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

SOMERSET FINANCIAL

Jules Reich

JULES REICH, PRESIDENT

GROUP, INC. (FL)

SOMERSET FINANCIAL

Jules Reich

JULES REICH, PRESIDENT

GROUP, INC.(NY)

PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Somerset Financial Group, Inc.	New York	Corporation
Somerset Financial Group, Inc.	Florida	Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Somerset Financial Group, Inc.	Florida	Corporation

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

Somerset Financial Group, Inc., a New York Corporation, and Somerset Financial Group, Inc., a Florida Corporation, shall, pursuant to the laws of the State of Florida, be merged with and into a single entity, to wit, Somerset Financial Group, Inc., a Florida Corporation, which shall be the surviving entity at the effective time and date of the merger and which is sometimes hereinafter referred to as the “surviving entity”, and which shall continue to exist as said surviving entity pursuant to the laws of the State of Florida. The separate existence of Somerset Financial Group, Inc., a New York Corporation, which is sometimes hereinafter referred to as the “non-surviving entity”, shall cease at the effective time and date of the merger in accordance with the laws of the State of New York.

The Articles of Incorporation of the surviving entity at the effective time and date of the merger shall be the Articles of Incorporation of said surviving entity and shall continue in full force and effect until amended or changed in accordance with Florida law. The present Bylaws of the surviving entity will govern the surviving entity until changed, altered, or amended as therein provided and in the manner prescribed by Florida law.

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

The total interest of the sole shareholder of Somerset Financial Group, Inc., a New York Corporation, shall be converted to a 100% interest in Somerset Financial Group, Inc., a

Florida Corporation, owned by the Jules Reich Revocable Living Trust u/a/d April 6, 2005, Jules Reich and Barbara Reich, Trustees.

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

The rights to acquire interests in the surviving entity, Somerset Financial Group, Inc., a Florida Corporation, shall be governed solely by the Bylaws of Somerset Financial Group, Inc. There will be no conversion of rights to acquire shares with respect to the non-surviving entity, Somerset Financial Group, Inc., a New York Corporation.

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

N/A

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

NONE