

P10000083182

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
LCH INTERNATIONAL INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

Merger
CC
@ 2/3/12

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LCH INTERNATIONAL INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

JAMES L. JERUE
Contact Person

HORWOOD MARCUS & BERK CHARTERED
Firm/Company

500 WEST MADISON STREET, SUITE 3700
Address

CHICAGO, ILLINOIS 80661
City/State and Zip Code

JJERUE@HMBLAW.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

NILDEN A. BERNIS At (312) 281-1116
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>LCH INTERNATIONAL INC.</u>	<u>DELAWARE</u>	<u>5098116</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>LCH INTERNATIONAL INC.</u>	<u>FLORIDA</u>	<u>P10000083182</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 after merger file date.)

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 JANUARY 31, 2012.

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 JANUARY 31, 2012.



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)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
LCH International Inc.		ROBIN FLEMING, PRESIDENT
LCH International Inc.		ROBIN FLEMING, PRESIDENT

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
N/A

OR

Restated articles are attached:
N/A

Other provisions relating to the merger are as follows:
N/A

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated as of January 31, 2012, by and between LCH International Inc., a Florida corporation ("Merging Entity"), and LCH International Inc., a Delaware corporation ("Surviving Entity").

WHEREAS, Merging Entity caused its Articles of Incorporation to be filed with the Florida Secretary of State on October 7, 2010;

WHEREAS, Surviving Entity caused its Certificate of Incorporation to be filed with the Delaware Secretary of State on January 31, 2012;

WHEREAS, Robin Fleming owns 100% of the issued and outstanding capital stock of each of Merging Entity and Surviving Entity;

WHEREAS, Robin Fleming is the sole director of each of Merging Entity and Surviving Entity; and

WHEREAS, the parties desire to merge Merging Entity with and into Surviving Entity on the terms and conditions hereinafter set forth with Surviving Entity as the surviving entity of the merger.

NOW, THEREFORE, the parties hereto agree as follows:

1. Merger. Subject to the terms and conditions hereof, at the Effective Time (as defined in Section 2 below), Merging Entity shall be merged with and into Surviving Entity, and Surviving Entity shall be the surviving entity. The name of Surviving Entity shall be "LCH International Inc." The merger of Merging Entity into Surviving Entity is hereinafter referred to as the "Merger." The street address of the surviving entity shall be 11924 Forest Hill Blvd., Suite 22-110, West Palm Beach, Florida 33414.

2. Effective Time. The Merger shall become effective as of the date and time of filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Time").

3. Effect of the Merger. At the Effective Time, the separate existence of Merging Entity shall cease; Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities and franchises, both of a public and private nature, of each of the parties to the Merger; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all choices in action, and all and every other interest, of or belonging to or due to each of the parties to the Merger, shall be taken and deemed to be transferred to and vested in Surviving Entity without further act or deed; and the title to any real estate, or any interests therein, vested in either of the parties to the Merger shall not revert or be in any way impaired by reason of the Merger. At the Effective Time, Surviving Entity shall become responsible and liable for all the liabilities and obligations of each of the parties to the Merger and neither the rights of creditors nor any liens upon the property of either of the parties shall be impaired by the Merger.

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4. Disposition of Shares. At the Effective Time, the shares of capital stock of Merging Entity outstanding immediately prior to the Effective Time, and all rights in respect thereof, shall forthwith cease to exist and shall be cancelled and retired, and the shares of capital stock of Surviving Entity outstanding immediately prior to the Merger shall continue to be outstanding and shall not be changed, but shall remain the same as immediately before the Merger.

5. Bylaws. At the Effective Time, the bylaws of Surviving Entity shall be the bylaws of Surviving Entity until thereafter amended in accordance with Delaware law.

6. Approval. This Agreement and Plan of Merger has been approved by: (i) all of the stockholders and directors of Merging Entity; and (ii) in accordance with the bylaws of Surviving Entity, and the directors and stockholders of Surviving Entity.

7. Further Assurances. From time to time after the Effective Time, as and when required by Surviving Entity or by its successors and assigns, the directors and/or officers of Merging Entity shall execute and deliver such deeds and other instruments, and there shall be taken or caused to be taken by it, such further and other action as shall be necessary or appropriate in order to vest or perfect, or to confirm or record or otherwise, in Surviving Entity title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Merging Entity and otherwise to carry out the purposes of this Agreement and Plan of Merger, and each of the directors and any officer of Surviving Entity is fully authorized in the name and on behalf of Merging Entity or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

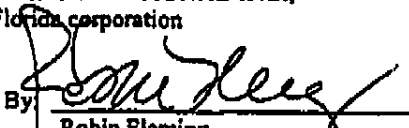
IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby duly executed by the parties hereto on the date first above written.

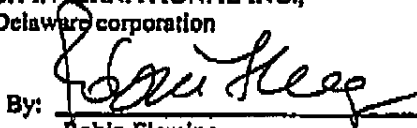
MERGING ENTITY:

SURVIVING ENTITY:

LCH INTERNATIONAL INC.,
a Florida corporation

LCH INTERNATIONAL INC.,
a Delaware corporation

By: 
Robin Fleming,
President and sole stockholder

By: 
Robin Fleming,
President and sole stockholder

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