

PI3000068640

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FILED
2013 SEP 30 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DP
10/15/13



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 8, 2013

Robert Fast, Esq.
Florida Business Counsel
1001 W. Cypress Creek Rd., Suite 302U
Ft. Lauderdale, FL 33309

SUBJECT: JR TRADING GROUP CORP.
Ref. Number: P13000068640

We have received your document for JR TRADING GROUP CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please include Articles of Merger (as well as the agreement and plan of merger). I have included a form that you may use for your convenience.

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) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 513A00023550

ARTICLES OF MERGER (Profit Corporations)

FILED

2013 SEP 30 PM 1:00 AM
MADISON, ALA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
JR Trading Group Corp.	Florida	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
JR Trading Company, Inc.	New Jersey	

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 August 19, 2013

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 August 19, 2013

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)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger made effective August 19, 2013, between JR TRADING GROUP CORP., a Florida corporation hereinafter referred to as the "Surviving Corporation," and JR TRADING COMPANY, INC., a New Jersey corporation, hereinafter referred to as the "Absorbed Corporation"

WHEREAS, JR TRADING GROUP CORP. is a corporation organized and existing under the laws of the State of Florida, with its principal office in Fort Lauderdale, Florida; and

WHEREAS, JR TRADING GROUP CORP. has a capitalization of One Hundred (100) authorized shares of One Cent (\$.01) common stock, of which One Hundred (100) shares are issued and outstanding; and

WHEREAS, JR TRADING COMPANY, INC. is a corporation organized and existing under the laws of the State of New Jersey with its principal office in Freehold, New Jersey; and

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that JR TRADING COMPANY, INC. be merged into JR TRADING GROUP CORP. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger:** JR TRADING COMPANY, INC. shall merge with and into JR TRADING GROUP CORP., which shall be the Surviving Corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of common stock of JR TRADING COMPANY, INC. issued and outstanding on the effective date of the merger shall be converted into one share of common stock of JR TRADING GROUP CORP. which shares of common stock of the Surviving Corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the Effective Date of the Merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issue and exchange certificates for shares of common stock in the Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

4. Changes in Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the Surviving Corporation on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Approval by Shareholders. This Agreement and Plan of Merger has been approved by the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of New Jersey.

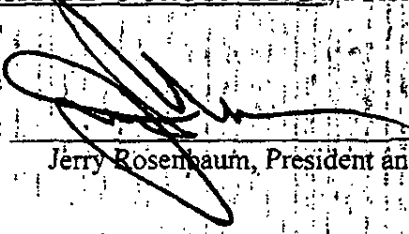
8. Effective Date of Merger. The effective date of this merger shall mean the date the Certificate of Merger shall be filed with the State of Florida.

9. Execution of Agreement. This Agreement and Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

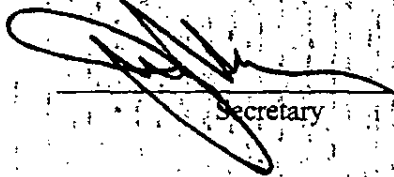
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Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

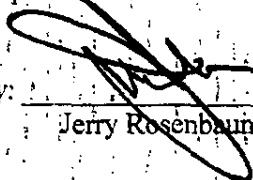
JR TRADING GROUP CORP., a Florida corporation

By: 
Jerry Rosenbaum, President and Secretary

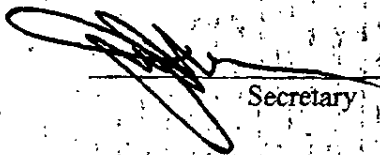
Attest:


Secretary

JR TRADING COMPANY, INC., a New Jersey corporation

By: 
Jerry Rosenbaum, President and Secretary

Attest:


Secretary