Florida Department of State

Division of Corporations **Electronic Filing Cover Sheet**

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(((H140000965543)))



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**Enter the email address for this business entity to be used for future, annual report mailings. Enter only one email address please. **

Email Address:

MERGER OR SHARE EXCHANGE TAG USA, Inc.

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April 24, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TAG USA INC 11943 NW 37 STREET CORAL SPRINGS, FL 33065

SUBJECT: TAG USA INC REF: P14000012272

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

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

OUR RECORDS REFLECT THAT THE NAME OF THE SURVIVING CORPORATION Tag Usa Inc DOES NOT INCLUDE A PERIOD OR A COMMA IN THE NAME. PLEASE REMOVE THE PERIOD AND COMMA FROM THE CORPORATION NAME. ALSO, THE ARTICLES OF MERGER LIST AN EFFECTIVE DATE OF MAY 1, 2014 AND THE PLAN OF MERGER HAS THE EFFECTIVE DATE BEING APRIL 30, 2014. WHICH DATE SHOULD IT BE????????

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.

Darlene Connell Regulatory Specialist II FAX Aud. #: H14000096554 Letter Number: 614A00008761

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P.O BOX 6327 - Tallahassee, Florida 32314



ARTICLES OF MERGER (Profit Corporations)

First: The name and jurisdiction of the	surviving corporation:	EK: 5-1-14
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
TAG USA, Inc	FL	P14000012272
Second: The name and jurisdiction of e	each merging corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
The Action Group, Inc.	FL	P01000080641
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· · · · · · · · · · · · · · · · · · ·	· ·	
Third: The Plan of Merger is attached,		
Fourth: The merger shall become effect Department of State.	tive on the date the Articles	of Merger are filed with the Florida
OR 5 / 1 / 2014(Enter a spe	ecific date. NOTE: An effective de	are cannot be prior to the date of filing of more
than 90 de	ye after merger file date.)	
Fifth: Adoption of Merger by <u>aurviving</u> The Plan of Merger was adopted by the		
The Plan of Merger was adopted by the	board of directors of the surv	iving corporation on
	lder approval was not require	
Sixth: Adoption of Merger by merging. The Plan of Merger was adopted by the		
	board of directors of the mer	ing companion(c) on

#140000796554

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
TAG USA, Inc.	Sent Ho	Leonard Roberts, President
The Action Group, Inc.	Man Roll	Marc Roberts, President
	·	

<u>PLAN OF MERGER</u>

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the aurvivi	ng corporation:
Name	Jurisdiction
TAG USA, Inc.	
Second: The name and jurisdiction of each me	rging corporation:
Name	Jurisdiction
The Action Group, Inc.	FL
Third: The terms and conditions of the merger	are as follows:
See attached in Plan of Merger document.	•

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

<u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows:

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PLAN OF MERGER

Merger of Business of The Action Group, Inc. (the "Merged Corporation") into TAG USA, Inc. ("Surviving Corporation") by "A" Reorganization pursuant to Internal Revenue Code Section 368(a)(1)(A)

This Plan of Merger, is by and between The Action Group, Inc., a Florida corporation ("TAG") and TAG USA, Inc., a Florida corporation ("TAG USA"), effective May 1, 2014 (at 12:01 a.m.) (the "Effective Date").

The following plan of merger sets forth the terms and conditions, as well as the federal income tax treatment of the merger of the business of TAG into TAG USA, which was effective on the Effective Date.

FIRST: The name and jurisdiction of the surviving corporation:

TAG USA, Inc., a Florida corporation

SECOND: The name and jurisdiction of the merging corporation:

The Action Group, Inc., a Florida corporation

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

- 1. TAG was merged into TAG USA in a merger of corporations pursuant to Section 607.1105 of Florida statutes, as of the Effective Date.
- 2. Shares of TAG USA were distributed to TAG, which in turn distributed said shares 50% each to its two shareholders, Marc Roberts and Leonard Roberts, in exchange for their shares of TAG and as of the Effective Date, TAG liquidated.
- 3. For federal income tax purposes, the assets of TAG will be treated as having been transferred from TAG USA in an "A" Reorganization pursuant to Code Section 368(a)(1)(A).
- 4. TAG USA will amend and restate its shareholders' agreement as is necessary to reflect the foregoing transaction. At the Effective Date, the former TAG shareholders, as new shareholders of TAG USA, agreed to be bound by the terms and conditions of the shareholders' agreement of TAG USA.
 - 5. This merger shall be treated as a state law merger.

This Plan of Merger is approved by TAG USA, TAG and all of their respective shareholders as of the Effective Date.

This Plan of Merger is executed this 17 day of April Effective Date. _____, 2014, effective on the TAG USA, INC. SHAREHOLDERS OF TAG USA, INC. Marc Roberts, 50% THE ACTION GROUP, INC. **SHAREHOLDERS OF** THE ACTION GROUP, INC. Marc Roberts, 50% Geonard Roberts, 50%

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