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Account Number : I20000000195
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MERGER OR SHARE EXCHANGE
GROUP III INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Corporation Act.
member
(able)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each **merging** corporation:

Third: The Plan of Merger is attached.

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 18, 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 18, 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)

Name of Corporation

Typed or Printed Name of Individual & Title

Group III International Ltd.

Pyler & Pyler

Phyllis Dennis, Assistant Secretary

Group III International, Inc.

Stallord Jensen

Phyllis Dennis, Assistant Secretary

AGREEMENT AND PLAN OF MERGER

Between

GROUP III INTERNATIONAL LTD.,
(a New York corporation)

and

GROUP III INTERNATIONAL, INC.
(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER is made and adopted on January 18, 2012 by Group III International Ltd., a business corporation of the State of New York ("Group III NY"), and by its Board of Directors and sole shareholder on said date, and adopted on January 18, 2012 by Group III International, Inc., a business corporation incorporated under the laws of the State of Florida ("Group III FL"), and by its Board of Directors and sole shareholder on said date.

In consideration of the mutual covenants set forth in this Agreement and Plan of Merger, Group III NY and Group III FL hereby covenant and agree as follows:

1. The participating corporations, Group III NY and Group III FL, shall pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, Group III FL, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name, Group III International, Inc. pursuant to the provisions of the laws of the jurisdiction of its incorporation. The separate existence of Group III NY, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York. Group III NY was incorporated May 22, 1984.

2. The surviving corporation, Group III FL, agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, Group III NY, for the enforcement of any liability or obligation of Group III NY for which Group III FL is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the Group III NY to receive payment for their shares against Group III FL.

3. The general counsel of Group III NY hereby designates the Secretary of State of New York as agent of Group III NY and that any service of process in any action or special proceeding against Group III NY may be sent to: David Gershman, Esq., 550 South Dixie Highway, #300, Coral Gables, FL 33146.

4. No application for authority by the surviving entity, Group III FL, has been filed in the State of New York and that no business will be done by the surviving entity, Group III FL until such application may be filed.

5. The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is Group III International, Inc. The jurisdiction of its incorporation is Florida; and the date of its incorporation therein is November 21, 2011.

6. The effective date of the merger will be as of the date of filing the Certificate of Merger with the Secretary of State of the State of New York.

7. The number of outstanding shares of the terminating corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote. The number of the aforesaid outstanding shares is not subject to change prior to the effective date of the merger.

8. The number of outstanding shares of the surviving corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote. The number of the aforesaid outstanding shares is not subject to change prior to the effective date of the merger.

9. The surviving corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of Group III NY the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

10. A Plan of Merger herein made and adopted was submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation. Pursuant to Section 615, all shareholders of the terminating corporation entitled to vote without a meeting of a New York corporation waived notice of a meeting by giving their written consent approving a plan of merger.

11. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

12. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

13. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into the same number of shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which

is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

14. The Plan of Merger having been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

15. All fees and taxes (including penalties and interest) administered by the department of taxation and finance which are then due and payable by Group III NY have been paid and that a cessation franchise tax report through the anticipated merger date has been filed for the terminating corporation.

16. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan of Merger or of the merger herein.

17. Notwithstanding the adoption of the Plan of Merger by the shareholders entitled to vote of the terminating corporation and the authorization of the merger upon behalf of the surviving corporation in the manner prescribed by the laws of the jurisdiction of its incorporation in Florida, the Plan of Merger will not be abandoned prior to the filing of a Certificate of Merger of the corporations by the Department of State of the State of New York since Group III FL duly filed its Certificate of Domestication and Articles of Incorporation of Group III International, Inc. on November 21, 2011.

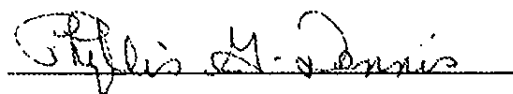
18. The surviving corporation, Group III FL shall thereafter cause a copy of its Certificate of Domestication and Articles of Incorporation, certified by the Secretary of State of the State of Florida to be filed in the office of the clerk of the county of New York.

19. The effective date of the merger upon the surviving corporation shall be the same date as of the date of filing the Certificate of Merger with the Secretary of State of the State of New York.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of GROUP III INTERNATIONAL LTD. and GROUP III INTERNATIONAL, INC. by their respective duly authorized representatives, all as of the date and year first above stated.

ATTEST:

GROUP III INTERNATIONAL LTD.

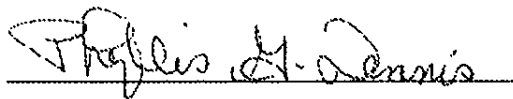

_____By: 

Name: David Gershman

Title: Secretary and General Counsel

ATTEST:

GROUP III INTERNATIONAL, INC.


_____By: 

Name: David Gershman

Title: Secretary and General Counsel