

309892

Florida Department of State
Division of Corporations
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RE-SUBMIT

Please retain original filing
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Attw: Thelma

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

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MERGER OR SHARE EXCHANGE**Ameribrom Inc.**

Certificate of Status	0
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Merger
Thelma's
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TALLAHASSEE, FLORIDA

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Help

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ameribrom 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:

HEATHER LUTTEN
Contact Person

ICM
Firm/Company

622 Emerson Rd Suite #500
Address

St. Louis MO 63141
City/State and Zip Code

jennifer.ranea@denvert.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Ranea At (215) 994-5174
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



February 11, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AMERIBROM INC.
622 EMERSON ROAD
#500
CREVE COEUR, MO 63141

Re: Document Number 848391

The Articles of Merger for AMERIBROM INC., which changed its name to ICL-IP AMERICA INC., the surviving New York entity, were filed on February 10, 2010.

This document was electronically received and filed under FAX audit number H10000030617.

Should you have any questions regarding this matter, please feel free to telephone (850) 245-6050, the Amendment Filing Section.

Sylvia Gilbert
Regulatory Specialist II
Division of Corporations

Letter Number: 510A00003513

Please provide us with an email address for this business entity. The Division of Corporations sends important reminders and notices to those business entities that have provided our office with an email address. Make sure your entity receives these helpful communications by providing our office with an active email address.

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)
Ameribrom Inc.	New York	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hy-Yield, Inc.	Florida	309892

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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 December 15, 2009.

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 4, 2010.

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 of an Officer or Director

Typed or Printed Name of Individual & Title

Amoribron Inc.

Greetha Gupta

HEATHER LUTHER, Secretary

Ameribrown Inc.

Paul Schell

PAUL SCHLESSMAN, CFO

Hy-Yield Inc.

Quatern Lute

HENRIETTA WITTE, secretary

Hy-Yield Inc.

Richard Hooper

Richard Hooper, CEO

AGREEMENT AND PLAN OF MERGER
OF
HY-YIELD, INC.
WITH AND INTO
AMERIBROM INC.

This is an Agreement and Plan of Merger (the "Plan of Merger"), dated as of January 4, 2010, by and between Hy-Yield, Inc., a Florida corporation ("HY Sub"), and Ameribrom Inc., a New York corporation ("Ameribrom") that was formed under the name Ameribrom, Inc.

WHEREAS, Ameribrom, which is the sole shareholder of HY Sub, has declared it advisable, desirable and to the advantage, welfare, and best interest of HY Sub to merge with and into Ameribrom, with Ameribrom as the surviving entity, pursuant to the provisions of the Florida Business Corporation Act and the New York Business Corporation Law, (the "NYBCL"), upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the parties hereby prescribe the terms and conditions of the merger and the mode of carrying the same into effect as follows:

1. **Merger of HY Sub with and into Ameribrom.** At the Effective Time (as such term is defined in Section 7 hereof), HY Sub will merge with and into Ameribrom (the "Merger"), and the separate existence of HY Sub will cease. Ameribrom, which is sometimes hereinafter referred to as the "Surviving Company," will be the surviving corporation from and after the Effective Time (as hereinafter defined) of the Merger, and shall continue to exist as said Surviving Company pursuant to the provisions of the NYBCL. As a result of the Merger, all of the assets, properties and rights, and all of the debts, obligations and liens, of HY Sub shall be vested in the Surviving Company, and the effects of the Merger shall be as provided in the applicable state laws.

As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation and number of shares in each class or series outstanding	Class or series entitled to vote	Class or series entitled to vote as a class
Hy-Yield, Inc.	100 common shares	Common	None
Ameribrom Inc.	200 common shares	Common	None

2. **Approval of Merger.** The Plan of Merger has been authorized and approved by resolutions of the Board of Directors and shareholder of HY Sub, adopted by written consents thereof on January 4, 2010, and by the Board of Directors and shareholder of Ameribrom, adopted by written consents thereof on December 15, 2009, in accordance with applicable state law.

3. **Certificate of Incorporation.** At the Effective Time, the Certificate of Incorporation of Ameribrom shall be the Certificate of Incorporation of the Surviving Company, until thereafter changed as provided therein and by applicable law.

4. **Board of Directors and Officers.** The Board of Directors and Officers of Ameribrom immediately prior to the Effective Time of the Merger shall be the Board of Directors and Officers, respectively, of the Surviving Company from and after the effective time of the Merger until their successors have been duly elected, appointed or qualified or until the earlier of their death, resignation or removal in accordance with the Certificate of Incorporation and Bylaws of the Surviving Company.

5. **Bylaws.** At the Effective Time, the Bylaws of Ameribrom shall be the Bylaws of the Surviving Company, until thereafter amended as provided therein and by law.

6. **Interests.** At the Effective Time, and by virtue of the Merger, each then issued and outstanding share of the capital stock of HY Sub shall be cancelled, and no stock or other securities or other obligations of Ameribrom or any other entity shall be issued in consideration for such cancellation. Each issued and outstanding share of the capital stock of Ameribrom shall remain issued and outstanding without change.

7. **Filing, Effective Time.** If this Plan of Merger has not been earlier terminated pursuant to Section 8 hereof, (i) the parties will cause to be executed and filed and recorded any document or documents prescribed by applicable state law, including but not limited to the appropriate statutory merger filings; (ii) will cause to be performed any other necessary acts within the State of New York and Florida to effectuate the Merger herein provided for; and (iii) this Plan of Merger shall become effective upon the receipt of any necessary approvals or clearances and the filing of the statutory merger filings in accordance with New York and Florida law. The effective time referred to in this subsection (iii) is referred to herein as the "**Effective Time**." It is understood that the parties hereto intend that the Effective Time shall occur on the date of this Plan of Merger or as soon thereafter as practicable.

8. **Termination.** This Plan of Merger may be terminated and the Merger abandoned by the Board of Directors of Ameribrom at any time prior to the Effective Time.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Agreement and Plan of Merger to be executed by their respective authorized parties as of the date first written above.

HY-YIELD, INC.

By: Heather Lutter
Name: HEATHER LUTTER
Title: Secretary

HY-YIELD, INC.

By: Richard Hooper
Name: Richard Hooper
Title: CEO

AMERIBROM INC.

By: Heather Lutter
Name: HEATHER LUTTER
Title: Secretary

AMERIBROM INC.

By: Paul Schlessman
Name: Paul Schlessman
Title: CFO