

F07000005057

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☒ PICK-UP ☐ WAIT ☐ MAIL

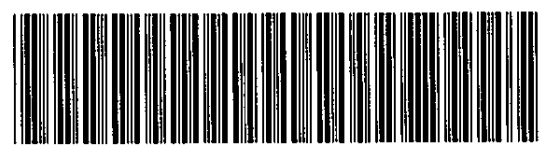
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFFECTIVE DATE
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RECEIVED
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DIVISION OF CORPORATIONS
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2012 DEC 28 PM 4:22

FILED
12 DEC 28 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Menja
Sy 12-31-12



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 478278 4375876

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 60.00

ORDER DATE : December 28, 2012

ORDER TIME : 4:01 PM

ORDER NO. : 478278-005

CUSTOMER NO: 4375876

ARTICLES OF MERGER

ALLIED EYECARE, LLC

INTO

ADVANTICA ADMINISTRATIVE
SERVICE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Advantica Administrative Services, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Justine Lanciault

Contact Person

Lewis, Rice & Fingersh, LC

Firm/Company

600 Washington Avenue, Suite 2500

Address

St. Louis, MO 63101

City, State and Zip Code

jlanciault@lewisrice.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Justine Lanciault

Name of Contact Person

at (314) 444-1389

Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2012

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ADVANTICA ADMINISTRATIVE SERVICES, INC.
Ref. Number: F07000005057

RESUBMIT

Please give original
submission date as file date.

We have received your document for ADVANTICA ADMINISTRATIVE SERVICES, INC. and check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THERE IS NOT ENOUGH MONEY IN ACCOUNT TO FILE THIS DOCUMENT.

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.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 112A00030587

RECEIVED
DEPARTMENT OF STATE
12 DEC 31 PM 1:45

EFFECTIVE DATE
12-31-12

FILED
12 DEC 28 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Allied EyeCare, LLC	Florida	limited liability company
Advantica Administrative Service	Missouri	corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Advantica Administrative Service	Missouri	corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2012 at 11:59 p.m.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

12399 Gravois Road

St. Louis, Missouri 63127

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

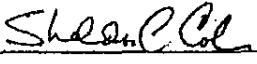
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Not applicable.

Mailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Allied EyeCare, LLC		Richard L. Sanchez
Advantica Administrative Services, LLC		Sheldon C. Cohen

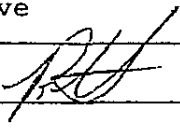
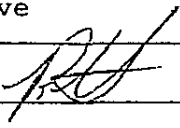
Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Advantica Administrative Services, Inc.</u>		<u>Sheldon C. Cohen</u>
<u>Allied EyeCare, LLC</u>		<u>Richard L. Sanchez</u>
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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AGREEMENT OF MERGER.

THIS AGREEMENT OF MERGER (the "*Agreement*"), effective as of 11:59 p.m. on the 31st day of December, 2012, is made pursuant to Section 347.720 of the Limited Liability Company Act of the State of Missouri, by and between Advantica Administrative Services, Inc., a Missouri corporation, and Allied EyeCare, LLC, a Florida limited liability company.

RECITALS

- A. The constituent entities desire to merge into a single entity, as hereinafter specified.

AGREEMENT

In consideration of the foregoing, the mutual covenants herein contained and other good and valuable consideration (the receipt, adequacy and sufficiency of which are hereby acknowledged by the parties by their execution hereof), the parties agree as follows.

1. The names of the constituent entities proposing to merge are: Advantica Administrative Services, Inc. (the "*Surviving Entity*") and Allied EyeCare, LLC (the "*Merging Entity*").

2. Pursuant to the provisions of the Limited Liability Company Act of the State of Missouri, the Merging Entity shall be merged with and into the Surviving Entity.

3. The terms and conditions of the merger are as follows.

(a) Upon the merger becoming effective, the separate existence of the Merging Entity ceases. The Surviving Entity will thereupon and thereafter possess all rights, privileges, immunities, powers and franchises possessed by each of the Merging Entity and the Surviving Entity and will be subject to all restrictions, disabilities and duties of both the Merging Entity and the Surviving Entity to the extent such rights, privileges, immunities, powers, franchises, restrictions, disabilities and duties are applicable to the form of existence of the Surviving Entity.

(b) Upon the merger becoming effective, all rights, causes of action, property and assets of whatsoever kind or description (whether real, personal, tangible or intangible) of both the Merging Entity and the Surviving Entity, and all debts due on whatever account to either of them (including subscriptions for shares, promises to make capital contributions and all other causes of action belonging to either of them) is taken and is deemed to be transferred to and vested in the Surviving Entity.

(c) Upon the merger becoming effective, the Surviving Entity will be responsible and liable for all liabilities and obligations of both the Merging Entity and the Surviving Entity. Any claim existing or action or proceeding pending by or against the Merging Entity or the Surviving Entity may be prosecuted as if such merger had not taken place, or the Surviving Entity may be substituted in the action for the Merging Entity.

(d) The officers of the constituent entities are hereby authorized to execute all deeds, assignments and other documents of every nature which may be needed or desirable to effectuate a full and complete transfer of ownership as herein authorized.

(e) The directors and officers of the Surviving Entity will remain as the directors and officers until their successors are appointed as provided under the organizational documents of the Surviving Entity.

4. The manner and basis of converting the interests of the Merging Entity into interests or other securities or obligations, as the case may be, of the Surviving Entity, in whole or in part, into cash or other property are as follows:

No additional stock or securities of the Surviving Entity will be issued as a result of the merger.

5. The Articles of Incorporation of the Surviving Entity will not be amended as a result of this merger.

6. The Merging Entity and the Surviving Entity stipulate that they will cause to be executed and filed any document or documents prescribed by the laws of the State of Missouri, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Other provisions of the merger are as follows: the effective date of the merger is to be December 31, 2012 at 11:59 p.m.

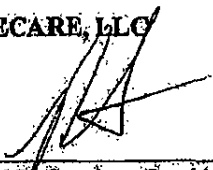
[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by the shareholders and board of directors of the Merging Entity and the shareholders and the board of directors of the Surviving Entity have caused this Agreement of Merger to be executed by an authorized officer of the Merging Entity and of the Surviving Entity as the respective act, deed and agreement of each constituent entity as of the ____ day of _____, 2012.

**ADVANTICA ADMINISTRATIVE
SERVICES, INC.**

By: 
Sheldon C. Cohen, President

ALLIED EYECARE, LLC

By: 
Richard L. Sanchez, President