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DEC 30 2010

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 30 PM 2:23
10 DEC 30 PM 2:59

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/30/2010

REF. #: 001495.139066

EFFECTIVE DATE 12/31/2010

CORP. NAME: LANDIS STRATEGY & INNOVATION, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 537949 **FOR \$** 90.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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EFFECTIVE DATE 12/31/2018

FILED
SECRETARY OF STATE
DECEMBER 30 PM 2:23

**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>
TNS Custom Research, Inc.	Pennsylvania	Corporation
Landis Strategy & Innovation, LLC	Florida	LLC
<u>L01000003107</u>		

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>
TNS Custom Research, Inc.	Pennsylvania	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, 2010

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:

3631 North Front Street

Harrisburg, Pennsylvania 17110

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:

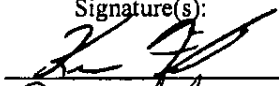

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

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:
TNS Custom Research, Inc.		Kevin Farewell
Landis Strategy & Innovation, LLC		Tom Lobene

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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PLAN OF MERGER

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>
<u>TNS Custom Research, Inc.</u>	<u>Pennsylvania</u>	<u>Corporation</u>
<u>Landis Strategy & Innovation, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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>
<u>TNS Custom Research, Inc.</u>	<u>Pennsylvania</u>	<u>Corporation</u>

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

See Exhibit A attached hereto

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER adopted by **LANDIS STRATEGY & INNOVATION, LLC**, a limited liability company organized under the laws of the State of Florida, by resolution of its Board of Managers on December 29, 2010 and by resolution of its sole Member on December 29, 2010, and **TNS CUSTOM RESEARCH, INC.**, a corporation organized under the laws of the State of Pennsylvania, by resolution of its Board of Directors on December 29, 2010 and by resolution of its sole stockholder on December 29, 2010. The names of the entities planning to merge are **LANDIS STRATEGY & INNOVATION, LLC**, a limited liability company organized under the laws of the State of Florida, and **TNS CUSTOM RESEARCH, INC.**, a corporation organized under the laws of the State of Pennsylvania. The name of the surviving corporation into which **LANDIS STRATEGY & INNOVATION, LLC** ("Landis") plans to merge is **TNS CUSTOM RESEARCH, INC.** ("TNS").

1. **Landis** and **TNS** shall, pursuant to the provisions of the Pennsylvania Business Corporation Law and the Florida Limited Liability Company Act, be merged with and into a single corporation, to wit, **TNS**, which shall be the surviving corporation (sometimes hereinafter referred to as the "surviving corporation"), and which shall continue to exist under its present name pursuant to the provisions of the Pennsylvania Business Corporation Law and the Florida Limited Liability Company Act. The separate existence of **Landis** (which is sometimes hereinafter referred to as the "non-surviving company") shall cease at the effective time and date of the merger in accordance with the provisions of the Pennsylvania Business Corporation Law and the Florida Limited Liability Company Act.

2. The Certificate of Incorporation of **TNS** at the effective time and date of the merger shall be the Certificate of Incorporation of the surviving corporation, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Pennsylvania Business Corporation Law.

3. The by-laws of **TNS** at the effective time and date of the merger shall be the by-laws of the surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Pennsylvania Business Corporation Law.

4. The Board of Directors and officers in office of **TNS** at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective managership and offices until their successors are elected and qualified or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. **Landis** has 500 authorized shares, of which 500 shares have been issued to **TNS** and no fractional shares have been issued. The shares of **Landis** shall not be converted in any manner, but each said share that is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished. The shares of Common Stock of **TNS** issued and outstanding immediately prior to the effective time and date of the merger shall not be converted in any manner.

6. This Agreement and Plan of Merger shall be submitted to the Board of Managers and the Member of the non-surviving company and to the Board of Directors and the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Pennsylvania Business Corporation Law and the Florida Limited Liability Company Act.

7. In the event that the Agreement and Plan of Merger shall have been approved by the Board of Managers and the Member entitled to vote of the non-surviving company and by the Board of Directors and the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Pennsylvania Business Corporation Law and the Florida Limited Liability Company Act, the non-surviving company 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 Pennsylvania and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The merger is to become effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Pennsylvania and the Secretary of State of Florida.

9. The Board of Managers and the officers of the non-surviving company and the Board of Directors and the officers 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 this Agreement and Plan of Merger or of the merger herein provided for including the filing of the Certificate of Merger with the Secretary of State of Pennsylvania and the Secretary of State of Florida.

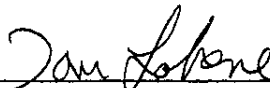
10. This Agreement and Plan of Merger may be signed in any number of counterparts, each of which shall be an original, with the same effect as if all signature pages were on the same instrument. In the event that any signature page is delivered by facsimile transmission, the delivery of such facsimile signature page shall create a valid, binding obligation of the party executing such signature (or on whose behalf such signature is executed) with the same force and effect as if such facsimile signature page were an original thereof.

* * * * *


Signature Page Follows

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused this document to be signed by an authorized person of each party this 29th day of December, 2010.

LANDIS STRATEGY & INNOVATION, LLC

By: 
Name: Tom Lobene
Title: Treasurer

TNS CUSTOM RESEARCH, INC.

By: 
Name: Kevin Farewell
Title: Secretary