

**H64252**

Florida Department of State  
Division of Corporations  
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Email Address: Diana.Shamayev@MultiPlan.com

**MERGER OR SHARE EXCHANGE****Admar Corporaton**

Certificate of Status	0
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*Morgan*



November 20, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

THE ADMAR GROUP, INC.  
115 5TH AVE. 7TH FLOOR  
NEW YORK, NY 10003US

SUBJECT: THE ADMAR GROUP, INC.  
REF: H64252

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.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6892.

Tina Roberts  
Regulatory Specialist II

FAX Aud. #: H09000243511  
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**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)
<u>Admar Corporation</u>	<u>California</u>	<u>                    </u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Admar Group, Inc</u>	<u>Florida</u>	<u>                    </u>
<u>                                    </u>	<u>                    </u>	<u>                    </u>
<u>                                    </u>	<u>                    </u>	<u>                    </u>
<u>                                    </u>	<u>                    </u>	<u>                    </u>
<u>                                    </u>	<u>                    </u>	<u>                    </u>

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 12 / 31 / 2009 (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                                     

The Plan of Merger was adopted by the board of directors of the surviving corporation on November 11, 2009 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                                     

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on November 11, 2009 and shareholder approval was not required.

(Attach additional sheets if necessary)



## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

## Jurisdiction

## California

**The name and jurisdiction of each subsidiary corporation:**

### Jurisdiction

## Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

It was approved by the sole Director and authorized officer of The Admar Group, Inc., Mr. Mark Tabak, to merge it with and into Admar Corporation, its foreign subsidiary corporation. Mr. Tabak is also the President and CEO of Admar Corporation, the surviving corporation. The Admar Group, Inc. consists of 1000 shares of common capital stock with no par value. Upon the Effective Date, each outstanding share of The Admar Group, Inc. shall be converted into one share of Admar Corporation. The outstanding shares of Admar Corporation shall remain outstanding and are not affected by the merger. Furthermore, all the rights, interests, as well as other securities of The Admar Group, Inc. will be transferred into Admar Corporation.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

As it is stated above, The Admar Group, Inc. consists of 1000 shares of common capital stock with no par value. Upon the Effective Date, each outstanding share of The Admar Group, Inc. shall be converted into one share of Admar Corporation. The outstanding shares of Admar Corporation shall remain outstanding and are not affected by the merger.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A