

Division of Corporations

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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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Fax Number : (850) 617-6380

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Attn: Tina

**MERGER OR SHARE EXCHANGE****GYM SOURCE MIAMI INC. Florida LLC**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	<del>\$68.75</del>

78.75

Merger

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12/26/2013 12:08:14 PM PAGE 1/001 Fax Server

**L00000002094**



December 26, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GYM SOURCE FLORIDA LLC  
40 EAST 52ND STREET  
NEW YORK, NY 10022US

SUBJECT: GYM SOURCE FLORIDA LLC  
REF: L00000002094

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.

Please list the street and mailing address in which the Florida Department of State may use for the purposes of s. 48.181, F.S. on page 2.

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.

Tina D Carter  
Regulatory Specialist

FAX Aud. #: H13000281156  
Letter Number: 513A00029072

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**\*RE-SUBMIT\***

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TALLAHASSEE, FLORIDA

13 DEC 23 PM 12:55

**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>
Gym Source Florida LLC	Florida	LLC

**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>
The Gym Source, Inc.	New York	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:

January 1, 2014

**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:

40 East 52nd Street

New York, New York 10022

**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:

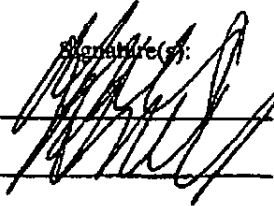
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 40 East 52nd Street, New York, NY 10022

Mailing address: 40 East 52nd Street, New York, NY 10022

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:
Gym Source Florida LLC		Richard L. Miller
The Gym Source, Inc.		Richard L. Miller

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

**Fees:** 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

**Certified Copy (optional):** \$30.00

**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>
Gym Source Florida LLC	Florida	LLC

**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>
The Gym Source, Inc.	New York	Corporation

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

The Gym Source, Inc. shall acquire all assets and liabilities of Gym Source Florida LLC, in exchange for three percent (three shares) of the issued and outstanding stock of The Gym Source, Inc. a New York Corporation.

*(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:

The Gym Source, Inc. has issued and outstanding 100 shares of common stock which will remain

unchanged . Gym Source Florida LLC, upon the effective date of Merger shall receive three (3) shares of

the common stock of The Gym Source, Inc., a New York Corporation.

*(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:

Not Applicable

*(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:

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*(Attach additional sheet if necessary)*

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

None.

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*(Attach additional sheet if necessary)*