

LO2000017925

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MERGER OR SHARE EXCHANGE**ROBERTSON PRINTING COMPANY, LLC**

Certificate of Status	1
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7/29/2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROBERTSON FINANCIAL CORP., A NEW JERSEY NON QUALIFIED
CORPORATION

INTO

ROBERTSON PRINTING COMPANY, LLC, a Florida limited liability company,
L02000017925

File date: July 29, 2002

Corporate Specialist: Diane Cushing

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ARTICLES OF MERGER

These Articles of Merger are submitted in accordance with Sections 607.1109 and 608.4382, Florida statutes (2002).

FIRST:

The exact name, street address of its principal office, jurisdiction and entity type for each merging party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Robertson Financial Corp 928 S.W. 10 th Street Miami, Florida 33130 Florida Document No.: N/A FEIN: 222209705	New Jersey	Corporation

SECOND:

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Robertson Printing Company, LLC 928 S.W. 10 th Street Miami, Florida 33130 Florida Document No.: L02000017925 FEIN: 113642730	Florida	Limited Liability Company

THIRD:

Attached hereto as Exhibit "A" is the Agreement and Plan of Merger (the "Plan of Merger") between Robertson Financial Corp., a New Jersey corporation (the "Merged Corporation") and Robertson Printing Company, LLC, a Florida limited liability company (the "Survivor").

FOURTH:

The Plan of Merger was approved unanimously by all of the directors and the sole shareholder of the Merged Corporation in accordance with the applicable provisions of Title 14A, New Jersey Statutes (New Jersey Business Corporation Act) and by all of the members of the Survivor in accordance with the applicable provisions of Chapter 608, Florida Statutes (Florida Limited Liability Company Act).

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FIFTH:

The merger that is the subject hereof is permitted under both the laws of the State of Florida and the laws of the State of New Jersey and is not prohibited by the Operating Agreement or the Articles of Organization of the Survivor.

SIXTH:

The effective date of the merger shall be concurrent with the date of the filing of these Articles of Merger.

SEVENTH:

These Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

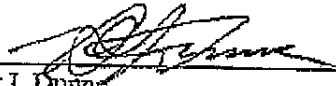
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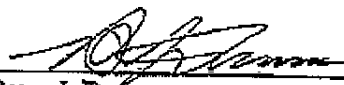
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of July 29 2002.

ROBERTSON FINANCIAL CORP.,
a New Jersey corporation


By: Peter J. Dunne
Its: President

ROBERTSON PRINTING COMPANY, LLC,
a Florida limited liability company


By: Peter J. Dunne
Its: President and Member

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is adopted as of July 29, 2002, between ROBERTSON FINANCIAL CORP., a New Jersey corporation (the "Merged Entity") and ROBERTSON PRINTING COMPANY, LLC, a Florida limited liability company (the "Survivor").

RECITALS

The board of directors and shareholders of the Merged Entity and the members of the Survivor have determined that it is advisable and in the best interests of the Merged Entity and the Survivor and their respective owners that the Merged Entity be merged (the "Merger") with and into the Survivor on the terms and subject to the conditions set forth herein.

ARTICLE I
THE MERGER

At the Effective Time (as defined in Article VI hereof), the Merged Entity shall be merged with and into the Survivor in accordance with the Florida Limited Liability Company Act (the "Act") and the New Jersey Business Corporation Act and the separate existence of the Merged Entity shall cease and the Survivor shall thereafter continue as the surviving limited liability company under the laws of the State of Florida.

ARTICLE II
THE SURVIVING LIMITED LIABILITY COMPANY

A. At the Effective Time, the Articles of Organization of the Survivor, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Survivor.

B. At the Effective Time, the Operating Agreement of the Survivor, as in effect immediately prior to the Effective Time shall be the Operating Agreement of the Survivor, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Organization of the Survivor.

C. At the Effective Time, the directors and officers of the Merged Entity shall be relieved of their duties and the officers of the Survivor immediately before such merger shall remain as the officers of the Survivor after the merger.

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D. At the Effective Time, the name and address of the Registered Agent of the Survivor shall be Robert P. Dunne, 928 S.W. 10th Street, Miami, Florida 33130.

ARTICLE III
MANNER AND BASIS OF CONVERTING SHARES AND MEMBERS INTERESTS

Since all of the issued and outstanding capital stock of the Merged Entity is presently owned by the Survivor, no additional shares need be issued by the Survivor to reflect the ownership interest of the shareholder of the Merged Entity after the Effective Time. Upon the Effective Time of the merger, the Survivor shall cancel the certificates representing the shares of the Merged Entity.

ARTICLE IV
EFFECT OF MERGER

At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entity shall vest in the Survivor, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Survivor, including the obligation and liability for the payment of all fees and franchise taxes, if any.

ARTICLE V
MANAGEMENT OF SURVIVING LIMITED LIABILITY COMPANY

The Survivor is a Florida limited liability company and it is to be managed by its members.

ARTICLE VI
EFFECTIVE TIME

As used in this agreement, the term "Effective Time" shall mean the time the certificate of merger is filed with the State of New Jersey and the articles of merger are filed with the State of Florida, both to be filed concurrently.

[END OF DOCUMENT]

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