

L030000 11068

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

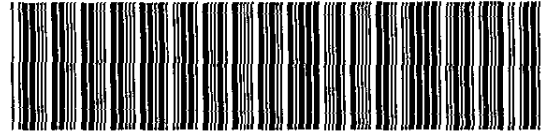
(Document Number)

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OKAY TO
ADD MANAGERS
BK 5/1/03



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03 APR 30 PM 3:42
TALLAHASSEE, FLORIDA

BK

FILED
03 APR 30 AM 9:27
TALLAHASSEE, FLORIDA
6/24/03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 076170 4303929
AUTHORIZATION :
COST LIMIT : \$ 80.00

03 APR 30 AM 9:21
FILED
JEROME COUNTY CLERK
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
4/30/03

ORDER DATE : April 30, 2003
ORDER TIME : 2:49 PM
ORDER NO. : 076170-005
CUSTOMER NO: 4303929
CUSTOMER: Ms. Stephanie Johnson
Greenberg Traurig, P.A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

ARTICLES OF MERGER

VALUE CHAIN SOLUTIONS, LTD.

INTO

VALUE CHAIN CONSULTING LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

VALUE CHAIN SOLUTIONS, LTD., AN OHIO LIMITED LIABILITY COMPANY

INTO

VALUE CHAIN CONSULTING LLC, a Florida entity, L03000011068

File date: April 30, 2003

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 80.00

**ARTICLES OF MERGER
OF
VALUE CHAIN SOLUTIONS, LTD., an Ohio limited liability company
INTO
VALUE CHAIN CONSULTING LLC, a Florida limited liability company**

Pursuant to the provisions of §608.4382 of the Florida Limited Liability Company Act (the "Act"), Value Chain Solutions, Ltd., an Ohio limited liability company (the "Disappearing Entity"), and Value Chain Consulting LLC, a Florida limited liability company (the "Survivor"), adopt the following Articles of Merger for the purpose of merging the Disappearing Entity with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the managers and members of the Survivor by unanimous written consent in accordance with the provisions of §608.4381 of the Act as of April 30, 2003.

THIRD: These Articles of Merger shall be effective as of April 30, 2003.

FILED
03 APR 30 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECORDED
4-30-03

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties as of the 30 day of April, 2003.

Value Chain Solutions, Ltd.,
an Ohio limited liability company

By: Rosanne Wohlwender
Name: Rosanne Wohlwender
Title: Manager

By: Ed Wohlwender
Name: Ed Wohlwender
Title: Manager

Value Chain Consulting LLC,
a Florida limited liability company

By: Rosanne Wohlwender
Name: Rosanne Wohlwender
Title: Manager

By: Ed Wohlwender
Name: Ed Wohlwender
Title: Manager

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4/30/03

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated April 30, 2003, between Value Chain Solutions, Ltd., an Ohio limited liability company (the "Disappearing Entity"), and Value Chain Consulting LLC, a Florida limited liability company (the "Surviving Entity" and together with the Disappearing Entity, the "Constituent Entities").

WHEREAS, all of the outstanding membership interest of the Disappearing Entity are held by the Surviving Entity;

WHEREAS, the managers and members of the Surviving Entity have determined that it is advisable and in the best interests of the Disappearing Entity and the Surviving Entity, that the Disappearing Entity be merged with and into the Surviving Entity, with the Surviving Entity being the Surviving Entity (the "Merger"), on the terms and conditions set forth in this Plan of Merger (the "Plan"); and

NOW THEREFORE BE IT RESOLVED, that in accordance with the applicable statutes of the States of Florida and Ohio, the Disappearing Entity shall be merged with and into the Surviving Entity, with the Surviving Entity being the Surviving Entity, and that the terms and conditions of the Merger and the mode of carrying into effect the Merger shall be as follows:

1. **The Merger.** Upon the terms and conditions hereinafter set forth and in accordance with the Ohio Revised Code and the Florida Limited Liability Company Act, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity and thereupon the separate existence of the Disappearing Entity shall cease, and the Surviving Entity, as the Surviving Entity, shall continue to exist under and be governed by the Florida Limited Liability Company Act.

2. **Filing.** The Surviving Entity will cause the Certificate of Merger in compliance with the provisions of applicable law to be executed and filed with the Secretary of State of the State of Ohio and the Articles of Merger to be filed with the Secretary of State of the State of Florida (the "Articles of Merger").

3. **Effective Date and Time of Merger.** The Merger shall become effective on April 30, 2003 (such time is referred to as the "Effective Time").

4. **Articles of Organization and Operating Agreement.** Upon the effectiveness of the Mergers, the Articles of Organization of the Surviving Entity shall be the Articles of Organization of the Surviving Entity. The Operating Agreement of the Surviving Entity shall be the Operating Agreement of the Surviving Entity.

5. **Managers.** The managers of the Surviving Entity at the Effective Time shall remain the manager of the Surviving Entity; in each case, such managers to serve until their successors have been duly elected and qualified in accordance with the Operating Agreement of the Surviving Entity.

6. **Conversion of Interest.** Upon the Effective Time, by virtue of the Merger and without any action on the part of the Disappearing Entity or the Surviving Entity (i) each membership interest of the Disappearing Entity outstanding at the Effective Time shall be cancelled and no consideration shall be delivered in exchange therefor, and (ii) each membership interest of the Surviving Entity outstanding at the Effective Time shall remain outstanding.

7. **Effect of Merger.** Upon the Effective Time, the Surviving Entity shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of the Constituent Entities, and all obligations belonging to or due to the Constituent Entities, all of which shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all the obligations of the Constituent Entities; any claim existing, or action or proceeding pending, by or against the Constituent Entities, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place; and all the rights of creditors of the Constituent Entities shall be preserved unimpaired.

FILED
03 MAR 30 AM 9 21
STATE
TALLAHASSEE, FLORIDA
EFFECTIVE
03/22/03

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their corporate names and on their behalf by authorized managers, as of the date first above written.

Value Chain Solutions, Ltd.,
an Ohio limited liability company

By: Rosanne Wohlwender
Name: Rosanne Wohlwender
Title: Manager

By: Ed Wohlwender
Name: Ed Wohlwender
Title: Manager

EFFECTIVE DATE
5/30/03
FILED
03 APR 30 AM 9:27
STATE
TALLAHASSEE, FLORIDA

Value Chain Consulting LLC,
a Florida limited liability company

By: Rosanne Wohlwender
Name: Rosanne Wohlwender
Title: Manager

By: Ed Wohlwender
Name: Ed Wohlwender
Title: Manager

The Managers of VALUE CHAIN CONSULTING LLC are:

Rosanne Wohlwender
2646 Miller Court
Weston, FL 33332

and

Ed. Wohlwender
2646 Miller Court
Weston, FL 33332

WMIA-SRV0114-20110013413-701455027-010700