

LO3000035341

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

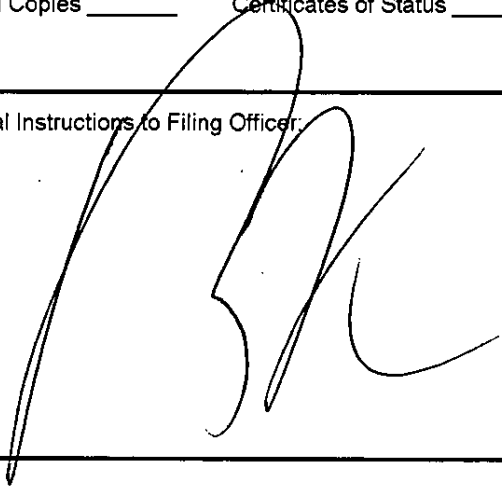
PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07 APR 20 PM 12:41
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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 842468 4328337

AUTHORIZATION :

COST LIMIT : \$ 500,000

Spalden

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07 APR 20 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 9, 2007

ORDER TIME : 1:36 PM

ORDER NO. : 842468-025

CUSTOMER NO: 4328337

ARTICLES OF MERGER

VERTUS CAPITAL LLC

INTO

VERTUS CAPITAL LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 19, 2007

HARRY DAVIS
CSC
TALLAHASSEE, FL

SUBJECT: VERTUS CAPITAL LLC
Ref. Number: L03000035341

07 APR 20 PM 12:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for VERTUS CAPITAL LLC and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

The merger documents must include both a CERTIFICATE OF MERGER and a PLAN OF MERGER. Please complete the attached PLAN OF MERGER form.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 507A00026450

Certificate of Merger
For
Florida Limited Liability Company

FILED
07 APR 20 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Vertus Capital 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>
Vertus Capital LLC	New York	LLC

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:

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:

527 Madison Avenue, 6th Floor, New York, NY 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 entitles 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:

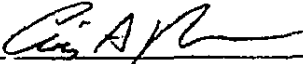
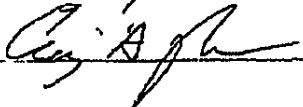
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 527 Madison Avenue, 6th Floor, New York, NY 10022

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:
Vertus Capital LLC (Florida)		Craig Coughlan
Vertus Capital LLC (NY)		Craig Coughlan

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

PLAN OF MERGER approved on April 9, 2007 by Vertus Capital LLC ("VERTUS-NY"), a limited liability company organized under the laws of the State of New York, and by resolution adopted by its Members on said date, and approved on April 9, 2007 by Vertus Capital LLC ("VERTUS-FL"), a limited liability company organized under the laws of the State of Florida, and by resolution adopted by its Members on said date.

1. VERTUS-NY and VERTUS-FL shall, pursuant to the provisions of the New York Limited Liability Company Law and the provisions of the Florida Limited Liability Company Act, be merged with and into a single limited liability company, to wit, VERTUS-NY which shall be the surviving limited liability company upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving company", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of VERTUS-FL, which is sometimes hereinafter referred to as the "non-surviving company", shall cease at the effective time and date of the merger set forth hereinbelow in accordance with the provisions of the Florida Limited Liability Company Act.

2. The Articles of Organization of VERTUS-NY at the effective date of the merger in the jurisdiction of its organization shall be the Articles of Organization of said surviving company; and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company.

3. The Operating Agreement of VERTUS-NY at the effective time and date of the merger in the jurisdiction of its organization will be the Operating Agreement of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The Members and officers in office of VERTUS-NY at the effective time and date of the merger in the jurisdiction of its organization shall be the members and the officers of the surviving company, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the surviving company.

5. Each membership interest of the non-surviving company immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled and extinguished. The membership interests of the surviving company shall not be converted or exchanged in any manner, but each said interest which is issued at the effective date of the merger shall continue to represent one membership interest of the surviving company.

6. The Plan of Merger herein made and approved shall be submitted to the Members of the non-surviving company for their approval or rejection in the manner prescribed

by the provisions of the Florida Limited Liability Company Act, and the merger of the non-surviving company with and into the surviving company shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving company.

7. In the event that the Plan of Merger shall have been approved by the Members entitled to vote of the non-surviving company in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and in the event that the merger of the non-surviving company with and into the surviving company shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving company, the non-surviving company and the surviving company 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 New York 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 Members and the proper officers of the non-surviving company and the Members and the proper officers of the surviving company, 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 Plan of Merger or of the merger herein provided for.