

# L 040000888 70

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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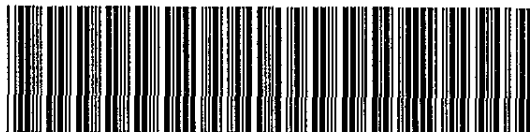
Updater

Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC

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01/04/05--01006--016 \*\*25.00

12/14/04--01057--003 \*\*55.00

2005-14-14 P 2:09

G. TAX \_\_\_\_\_  
FILING 25.00  
R. L. F. F. F. \_\_\_\_\_  
C. F. F. F. \_\_\_\_\_  
T. F. F. F. \_\_\_\_\_  
N. F. F. F. \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

Withers Bergman <sup>LLP</sup>

December 13, 2004

VIA FEDERAL EXPRESS

State of Florida  
Division of Corporations  
Registration Section  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Mason & Geller, LLC

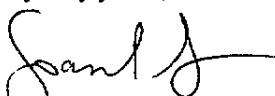
Dear Sir or Madam:

Enclosed for filing are the Articles of Merger regarding the above entity. Please provide us with a certified copy of the filing; a return Federal Express envelope is enclosed for your use.

Also enclosed is a check in the amount of \$55.00, representing the \$25.00 filing fee and \$30.00 certified copy charge.

Thank you for your attention to this matter, and if you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

  
Joan L. Susi

Paralegal

Enclosures

cc: Paul L. Behling, Esquire (w/o Enclosures)

RECEIVED  
2004 DEC 14 P 2:06  
TALLAHASSEE, FL  
FEDERAL EXPRESS

direct: +1 203 974 0346

e-mail: joan.susi@withers.us.com

document: 469828.1.

File #NH07604.0010

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Rt. Box 426  
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New York: +1 212 848 9800  
Withers LLP  
London: +44 (0)20 7597 6000  
Milan: +39 02 2906601  
  
www.withersworldwide.com

Withers Bergman <sup>LLP</sup>

December 27, 2004

VIA FEDERAL EXPRESS

State of Florida  
Division of Corporations  
Registration Section  
ATTN: Diane Cushing  
409 E. Gaines Street  
Tallahassee, FL 32399

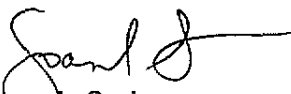
Re: Mason & Geller, LLC

Dear Ms. Cushing:

Pursuant to your request, enclosed is an additional \$25.00 regarding the Articles of Merger for the above entity and the requested certified copy. Please provide us with the certified copy of the filing; a return Federal Express envelope was previously provided for your use.

Thank you for your attention to this matter, and if you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

  
Joan L. Susi

Paralegal

Enclosure

cc: Paul L. Behling, Esquire (w/o Enclosure)

direct: +1 203 974 0346

e-mail: joan.susi@withers.us.com

document: 471583.1.

File #NH07604.0010

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Mason &amp; Geller, LLC</u>	<u>New York</u>	<u>LLC</u>
<u>261 Madison Avenue</u>		
<u>New York, NY 10016</u>		

Florida Document/Registration Number: N/A FEI Number: 13-3949729

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Mason &amp; Geller, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>1400 Marina Drive, 2<sup>nd</sup> Floor</u>		
<u>Hollywood, FL 33019</u>		

Florida Document/Registration Number: L04000088870 FEI Number: 13-3949729

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

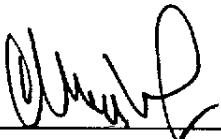
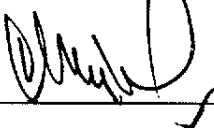
The date the Articles of Merger are filed with Florida Department of State

**OR**

\_\_\_\_\_ (Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:** *(Note: Please see instructions for required signatures.)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Merging Entity: <u>Mason &amp; Geller, LLC</u>		<u>Charles T. Mason, Manager</u>
Surviving Entity: <u>Mason &amp; Geller, LLC</u>		<u>Charles T. Mason, Manager</u>

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Mason & Geller, LLC	New York

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Mason & Geller, LLC	Florida

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

All interests in Mason & Geller, LLC in New York (the merging party) will be exchanged for an equal number of similar interests in Mason & Geller, LLC in Florida (the surviving party).

**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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

Interests will be exchanged one for one.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Any rights to acquire interests, shares, obligations or other securities of Mason & Geller, LLC in New York (the merging party) will be exchanged for similar rights in Mason & Geller, LLC in Florida (the surviving party).

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
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N/A

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)/managing member(s) are as follows:

Charles T. Mason  
c/o Mason, Inc.  
23 Amity Road  
Bethany, CT 06524

Lois Geller  
333 East 46<sup>th</sup> Street, Apt. 1G  
New York, NY 10017

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: None.

**EIGHTH:** Other provisions, if any, relating to the merger: None.

FILED  
2014 DEC 14 P 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA