

L05000060261

(Requestor's Name)

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☐ PICK-UP

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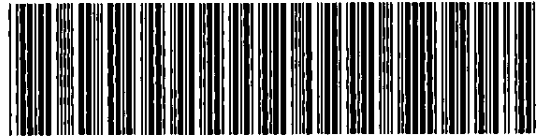
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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12/19/07--01005--002 **80.00

RECEIVED
07 DEC 18 PM 4:51
DEPARTMENT OF STATE
DIVISION OF OPERATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/07

FILED
07 DEC 18 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK 12/19

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

EFFECTIVE DATE 12/31/07

FILED
07 DEC 18 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: PATRICIA TADLOCK

DATE: 12/18/2007

REF. #: 000438.78811

CORP. NAME: DEMO PRO ACQUISITION COMPANY, LLC INTO SERVCORP LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 524030 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

EFFECTIVE DATE 12/31/07

FILED
07 DEC 18 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
OF
DEMO PRO ACQUISITION COMPANY, LLC
(a Delaware limited liability company)
WITH AND INTO
SERVCORP LLC
(a Florida limited liability company)**

This Certificate of Merger (the "Certificate") is being duly executed and filed pursuant to Section 608-4382 of the Florida Limited Liability Company Act, Fla. Stat. §608.401-.705 (the "Code").

The undersigned hereby certifies that:

1. The name and state of organization of each of the constituent limited liability companies are:
 - a. Demo Pro Acquisition Company, LLC ("Demo Pro"), a Delaware limited liability company; and
 - b. ServCorp LLC ("ServCorp"), a Florida limited liability company.
2. An Agreement and Plan of Merger (the "Merger Agreement"), attached hereto as Exhibit A has been approved and executed by ServCorp in accordance with Sections 608.438-608.4384 of the Code, in a manner provided by law, and by Demo Pro in accordance with the applicable laws of the jurisdiction under which it was organized.
3. The merger of Demo Pro with and into ServCorp shall be effective on December 31, 2007.
4. Pursuant to the Merger Agreement, the name of the surviving limited liability company is ServCorp LLC.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed and delivered this 17th day of December, 2007.

SERVCORP LLC

By: 
Name: Michael Kent
Title: Authorized Person

DEMO PRO ACQUISITION COMPANY, LLC


By: 
Name: Michael Kent
Title: Authorized Person

EXHIBIT A
MERGER AGREEMENT

AGREEMENT AND PLAN OF MERGER

by and between

DEMO PRO ACQUISITION COMPANY, LLC

(a Delaware limited liability company)

and

SERVCORP LLC

(a Florida limited liability company)

THIS AGREEMENT AND PLAN OF MERGER dated as of December 17th, 2007 (this "**Merger Agreement**") is between Demo Pro Acquisition Company, LLC, a Delaware limited liability company ("**Demo Pro**"), and ServCorp LLC, a Florida limited liability company ("**ServCorp**"). Demo Pro and ServCorp are sometimes referred to herein as the "**Constituent Companies**."

RECITALS

A. Demo Pro desires to merge with and into ServCorp and ServCorp desires to merge with Demo Pro, all upon the terms and subject to the conditions of this Merger Agreement.

B. Demo Pro is a limited liability company duly organized and existing under the laws of the State of Delaware.

C. ServCorp is a limited liability company duly organized and existing under the laws of the State of Florida.

D. The Constituent Companies are each wholly-owned subsidiaries of Retail Promotion Management LLC, an Illinois limited liability company and wholly-owned subsidiary of Promo Works, L.L.C., an Illinois limited liability company.

E. The Constituent Companies have determined that it is advisable and in the best interests of Demo Pro and ServCorp that Demo Pro merge with and into ServCorp, as permitted by Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "**Delaware Code**") and Title XXXVI, Section 608.438, et. seq., of the Florida Limited Liability Company Act, Fla. Stat. §608.401-.705 (the "**Florida Code**").

E. The sole member of each of Demo Pro and ServCorp has approved this Merger Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Demo Pro and ServCorp hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

MERGER

1.1 MERGER. In accordance with the provisions of this Merger Agreement, the Delaware Code and the Florida Code, on the Effective Date of the Merger (as defined below) Demo Pro will be merged with and into ServCorp (the "**Merger**"), the separate existence of Demo Pro will cease and ServCorp will survive the Merger and will continue to be governed by the laws of the State of Florida. ServCorp will be, and is herein sometimes referred to as, the "**Surviving Company**." The name of the Surviving Company will be ServCorp LLC.

1.2 FILING AND EFFECTIVENESS. The Merger will become effective on December 31, 2007, provided that the following actions have been completed:

(a) This Merger Agreement and the Merger will have been adopted and approved by the sole member of each of Demo Pro and ServCorp, in accordance with the requirements of the Delaware Code and the Florida Code respectively;

(b) All of the covenants and conditions precedent to the consummation of the Merger specified in this Merger Agreement will have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Merger satisfying the requirements of the Delaware Code will have been filed with the Delaware Secretary of State; and

(d) An executed Certificate of Merger and a copy of this Merger Agreement satisfying the requirements of the Florida Code will have been filed with the Florida Department of State.

The date and time when the Merger will become effective, as aforesaid, is herein called the "**Effective Date of the Merger**."

1.3 EFFECT OF THE MERGER. Upon the Effective Date of the Merger, the separate existence of Demo Pro will cease and ServCorp, as the Surviving Company (i) will continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) will be subject to all actions previously taken by its and Demo Pro's members, (iii) will succeed, without further action, to all of the assets, rights, powers and property of Demo Pro, (iv) will continue to be subject to all of the debts, liabilities, duties, limitations and obligations of ServCorp as constituted immediately prior to the Effective Date of the Merger and (v) will succeed, without further action, and assume and be bound by all of the debts, liabilities, duties, limitations and obligations of Demo Pro in the same manner as if ServCorp had itself incurred them, all as more fully provided under the applicable provisions of the applicable laws.

ARTICLE II

ORGANIZATIONAL DOCUMENTS, MANAGERS AND OFFICERS

2.1 CERTIFICATE OF FORMATION AND OPERATING AGREEMENT. The Articles of Organization of ServCorp, in the form attached hereto as Exhibit A, will be the Articles of Organization of the Surviving Company and the operating agreement of ServCorp, in the form attached hereto as Exhibit B, will be the operating agreement of the Surviving Company until duly amended in accordance with the provisions thereof and applicable law. Such organizational documents are not being amended in connection with the Merger.

2.2 MANAGERS AND OFFICERS. The managers and officers of ServCorp immediately prior to the Effective Date of the Merger will be the managers and officers of the Surviving Company until their successors will have been duly elected and qualified or until as otherwise provided by law. The names and business addresses of each of the managers of the Surviving Company are as follows:

Name	Business Address
Michael Kent	c/o Promo Works, L.L.C., 300 North Martingale Road, Schaumburg, IL 60173
Jon Bos	c/o Promo Works, L.L.C., 300 North Martingale Road, Schaumburg, IL 60173

ARTICLE III

MANNER OF CONVERSION OF INTERESTS

3.1 DEMO PRO INTERESTS. Upon the Effective Date of the Merger, the membership interests of Demo Pro will, by virtue of the Merger and without any further action by the Constituent Companies, be canceled and shall, for all purposes, cease to be outstanding.

3.2 CANCELLATION OF CERTIFICATES. After the Effective Date of the Merger, Retail Promotion Management LLC, as the holder of the sole outstanding certificate representing all of the membership interests of Demo Pro shall surrender the same for cancellation to the Secretary of Surviving Company.

ARTICLE IV

GENERAL

4.1 AGREEMENTS OF SURVIVING COMPANY.

(a) The Surviving Company hereby consents to be sued and served with process in the State of Florida and hereby irrevocably appoints Curtis Shaffer, in the city of Longwood, whose office is located at 1205 Sarah Street, Suite 111, Longwood, Florida 32750 as its agent to accept service of process in any proceeding in the State of Florida to enforce against the Surviving Company any obligation of Demo Pro or ServCorp.

(b) The Surviving Company covenants and agrees to take such other actions as may be required by the Delaware Code or the Florida Code.

4.2 FURTHER ASSURANCES. From time to time, as and when required by ServCorp or by its successors or assigns, there will be executed and delivered on behalf of Demo Pro such deeds and other instruments, and there will be taken or caused to be taken by Demo Pro such further and other actions as will be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by ServCorp the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Demo Pro and otherwise to carry out the purposes of this Merger Agreement, and the officers and managers of ServCorp are fully authorized in the name and on behalf of Demo Pro or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 ABANDONMENT. At any time before the Effective Date of the Merger, this Merger Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the board of managers of either Demo Pro or of ServCorp, or of both, notwithstanding the approval of this Merger Agreement by either the sole member of Demo Pro or the sole member of ServCorp, or both.

4.4 AMENDMENT. The members of each of the Constituent Companies may amend this Merger Agreement at any time prior to the filing of this Merger Agreement (or certificate in lieu thereof) with the Delaware Secretary of State or the Florida Department of State, provided that an amendment made subsequent to the adoption of this Merger Agreement by either the sole member of Demo Pro or the sole member of ServCorp shall not: (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Company; (ii) alter or change any term of the certificate of formation or operating agreement of the Surviving Company to be effective immediately after the Merger or (iii) alter or change any of the terms and conditions of this Merger Agreement if such alteration or change would adversely affect the members of either Constituent Company.

4.5 REGISTERED OFFICE. The registered office of the Surviving Company in the State of Florida will be located at 1205 Sarah Street, Suite 111, Longwood, FL 32750. The registered agent of the Surviving Company for service of process at such address

shall be NRAI Services, Inc. located at 2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

4.6 AGREEMENT. Executed copies of this Merger Agreement will be on file at the principal place of business of the Surviving Company at 320 Park Avenue, New York, New York 10022 and copies thereof will be furnished to any member of either Constituent Company, upon request and without cost.


4.7 GOVERNING LAW. This Merger Agreement will in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida, provided that the Merger and the effect thereof shall also be governed in accordance with the laws of the State of Delaware, as applicable.

4.8 COUNTERPARTS. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which will be deemed to be an original and all of which together will constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have duly caused this Merger Agreement to be executed as of the date first set forth above.

DEMO PRO ACQUISITION COMPANY, LLC

By: 
Name: Michael Kent
Title: President

SERVCORP LLC

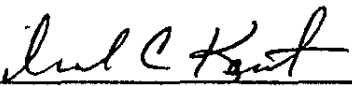
By: 
Name: Michael Kent
Title: President

Exhibit A

Certificate of Formation of Surviving Corporation

Exhibit B
Operating Agreement of Surviving Corporation