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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

RSSJ Associates, L.L.C.

Certificate of Status	0
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**Certificate of Merger
For
Florida Limited Liability Company**

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>
RSSJ Associates, L.L.C.	Virginia	limited liability company

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>
RSSJ Associates, L.L.C.	Florida	limited liability company

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.

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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:

Filing date _____

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:

Surviving party is organized under the laws of Florida

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 entitled 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: Surviving party is organized under the laws of Florida

Mailing address: Surviving party is organized under the laws of Florida

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TALLAHASSEE, FLORIDA

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:
RSSJ Associates, L.L.C. (Virginia)	<i>Jai N. Gupta</i>	Jai N. Gupta-Trustee
	Jai N. Gupta Revocable Trust,	Managing Member
RSSJ Associates, L.L.C.	<i>Jai N. Gupta</i>	Jai N. Gupta-Trustee
	Jai N. Gupta Revocable Trust,	Managing Member

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

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>
RSSJ Associates, L.L.C.	Virginia	Limited liability company

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>
RSSJ Associates, L.L.C.	Florida	limited liability company

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

The limited liability company agreement and/or bylaws of RSSJ Associates, L.L.C. (a Virginia limited liability company), shall become the limited liability company agreement and/or bylaws of RSSJ Associates, L.L.C. (a Florida limited liability company), the surviving company, and as exist on the effective date of this merger shall be and remain the limited liability company agreement and/or bylaws of the surviving company until the same shall be altered, amended or repealed as therein provided.

(Attach additional sheet if necessary)

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

All membership interest of RSSJ Associates, L.L.C. (a Virginia limited liability company) on the effective date of the merger shall be converted into membership interest of RSSJ Associates, L.L.C. (a florida limited liability company).

(Attach additional sheet if necessary)

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

All or any rights to acquire interest of RSSJ Associates, L.L.C. (a Virginia limited liability company) on the effective date of the merger shall be converted into all or any rights to acquire interest of RSSJ Associates, L.L.C. (a florida limited liability company).

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

none

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

see attached.

(Attach additional sheet if necessary)

**Certificate of Merger
For
RSSJ Associates, L.L.C.**

SIXTH - Continued

- a. For Federal tax purposes, the merger is intended to be treated in accordance with Treasury Regulation Section 1.708-1(c)(3)(i). The form of the merger as described in SIXTH, above, and any other section hereunder, is not, and is not intended to be the asset-up form described in paragraph (c)(3)(ii) of Treasury Regulation Section 1.708-1.
- b. The managing member of RSSJ Associates, L.L.C. (a Florida limited liability company), the surviving company, shall continue in office until their successor(s) shall have been elected and qualified pursuant to the terms of the limited liability company agreement.
- c. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of RSSJ Associates, L.L.C. (a Virginia limited liability company), the merged company, shall be transferred to, vested in and devolve upon RSSJ Associates, L.L.C. (a Florida limited liability company), the surviving company, without further act or deed and all property, rights, and every other interest of the surviving company and the merged company shall be as effectively the property of the surviving company as they were of the surviving company and the merged company respectively. The merged company hereby agrees from time to time, as and when requested by the surviving company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving cooperation may deem necessary or desirable in order to vest in and confirm to the surviving company title to and possession of any property of the merged company acquired or to be acquired by of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and manager(s) of the merged company and the proper officers and manager(s) of the surviving company are fully authorized in the names of the merged company or otherwise to take any and all such action.
- d. Anything herein or elsewhere to the contrary notwithstanding this Agreement may be terminated and abandoned by the managing member of any party hereto at any time prior to the effective date of the merger.

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