

08/02/2013 14:41 FAX 215 977 9386

M BURR KEIM CO

21001

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

Account Name : M. BURR KEIM COMPANY
Account Number : I19990000242
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*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

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MERGER OR SHARE EXCHANGE
RCJ CONSULTING, LIMITED LIABILITY COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$50.00

Merger
10 8/5/13

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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>
RCJ CONSULTING, LIMITED LIABILITY COMPANY	Pennsylvania	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>
RCJ CONSULTING, LIMITED LIABILITY COMPANY	Florida	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.

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FILED
SECRETARY OF STATE
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TALLAHASSEE, FLORIDA

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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:

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:

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: _____

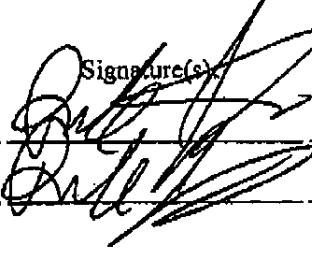
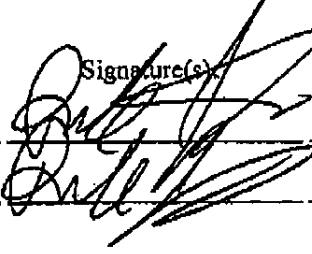
Mailing address: _____

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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:
RCJ CONSULTING, LIMITED LIABILITY COMPANY (a FL LLC)		Robert Jacobs, Member
RCJ CONSULTING, LIMITED LIABILITY COMPANY (a PA LLC)		Robert Jacobs, 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>
RCJ CONSULTING, LIMITED LIABILITY COMPANY	Pennsylvania	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>
RCJ CONSULTING, LIMITED LIABILITY COMPANY	Florida	LLC

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

See Attached Agreement and Plan of Merger

(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:

See Attached Agreement and Plan of Merger

(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:

See Attached Agreement and Plan of Merger

(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:

See Attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

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

See Attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan") is executed this 2nd day of August, 2013 to be effective as of the 1st day of January, 2013 at 12:00 a.m., by and between RCJ Consulting, Limited Liability Company, a Pennsylvania limited liability company registered to do business in Pennsylvania ("RCJ PA"), and RCJ Consulting, Limited Liability Company, a Florida limited liability company registered to do business in Florida ("RCJFL"). This Plan has been approved by the sole member of each of RCJPA and RCJFL, as evidenced by his consent hereto, on the date hereof.

WITNESSETH:

RCJPA was formed under the laws of the Commonwealth of Pennsylvania on December 30, 2002. RCJFL was formed under the laws of the State of Florida on March 9, 2006. The sole member of RCJPA and RCJFL has determined that it is advisable and in the best interests of RCJPA and RCJFL to merge RCJPA into RCJFL.

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein contained, and intending to be legally bound hereby, the parties agree as follows:

1. RCJPA shall be merged with and into RCJFL, pursuant to the filing of a Certificate of Merger, filed with Florida in accordance with the applicable provisions of s. 608.4382 of the Florida Statutes and with the Commonwealth in accordance with the applicable provisions of 15 Pa.C.S.A. §§ 8958 *et seq.* (the "Merger"), and the membership interests of RCJPA, held by Robert Jacobs as the sole member in RCJPA, shall be cancelled in consideration of an additional capital contribution to RCJFL, and the separate existence of RCJPA shall thereupon cease.
2. RCJFL shall be the surviving company and shall continue its existence under the laws of the Florida under the name RCJ Consulting, Limited Liability Company.
3. The Certificate of Organization of RCJFL as in effect upon the effective date of the Merger shall be the Certificate of Organization of the surviving company.
4. The membership interests of Robert Jacobs, as the sole member, in the surviving company shall not be converted or exchanged in any manner.
5. Upon the effectiveness of the Merger, the franchises and all the property, real, personal and mixed, and receivables and causes of action and every other asset of RCJPA shall vest in and become the assets of RCJFL, the surviving company, and RCJFL shall assume and be liable for all the duties, obligations and liabilities of RCJPA.

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6. This Plan shall be construed and interpreted in accordance with the laws of the State of Florida.
7. This Plan shall inure to the benefit of and shall be binding upon the parties and their respective successors and assigns.
8. This Plan and the merger contemplated herein shall be effective on January 1, 2013 at 12:00 a.m.

[SIGNATURES CONTINUED ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed as of the date first above written.

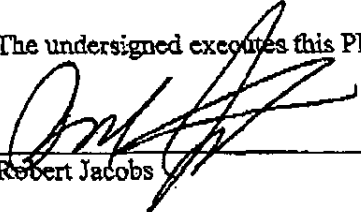
RCJ CONSULTING, LIMITED LIABILITY COMPANY,
a Pennsylvania limited liability company

By: 
Robert Jacobs, Sole Member

RCJ CONSULTING, LIMITED LIABILITY COMPANY,
a Florida limited liability company

By: 
Robert Jacobs, Sole Member

The undersigned executes this Plan for purposes of evidencing his consent thereto:


Robert Jacobs

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