

LD70000046374

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

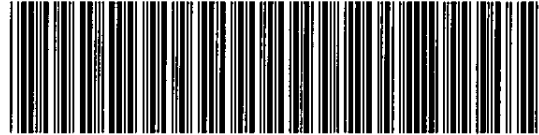
Special Instructions to Filing Officer:

L. SELLERS

JUN 16 2008

EXAMINER

Office Use Only



200127229872

05/01/08--01038--007 **25.00

06/11/08--01018--014 **35.00

FILED
2008 JUN 13 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELLIOT P. BORKSON, P.A.

1313 S. Andrews Avenue
Fort Lauderdale, FL 33316
Telephone: (954) 462-6360
Facsimile: (954) 462-5225

April 28, 2008

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: A. G. Royce Metal Marketing Corporation – Conversion to
A. G. Royce Metal Market, LLC

To Whom It May Concern:

The enclosed Certificate of Conversion and Plan of Conversion are submitted to convert A. G. Royce Metal Marketing Corporation, a Florida corporation, into A. G. Royce Metal Marketing, LLC, a Florida limited liability company, in accordance with Section 608.439, F.S. Also enclosed is a copy of the Articles of Organization of A. G. Royce Metal Marketing, LLC, which were filed electronically on May 2, 2007, Document No. L07000046374.

Also enclosed is a check in the amount of \$25.00 for filing fees for the Conversion.

Please return all correspondence concerning this matter to:

Elliot P. Borkson, Esq.
Elliot P. Borkson, P.A.
1313 S. Andrews Avenue
Fort Lauderdale, FL 33316

For further information concerning this matter, please call Elliot P. Borkson at (954) 462-6360.

Sincerely yours,



Elliot P. Borkson

EPB:km
Enclosures
cc: Eric Furman

ELLIOT P. BORKSON, P.A.

1313 S. Andrews Avenue
Fort Lauderdale, FL 33316
Telephone: (954) 462-6360
Facsimile: (954) 462-5225

May 23, 2008

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Merger into A. G. Royce Metal Marketing LLC
Reference No: L07000046374

To Whom It May Concern:

Enclosed is a copy of a letter sent from the Secretary of State, Division of Corporation along with the following:

1. Certificate of Merger
2. Plan of Merger

A check for \$25 for a recording fee was previously sent and held by our office.

Please file the Certificate of Merger and return a copy to our office in the enclosed pre-addressed, stamped envelope.

If you have any questions, please contact me at the address and telephone number specified on this letter.

Sincerely yours,



Elliot P. Borkson

EPB:km

Enclosures

cc: Eric Furman



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 2, 2008

ELLIOT P. BORKSON PA
1313 S. ANDREWS AVENUE
FORT LAUDERDALE, FL 33316

SUBJECT: A.G.ROYCE METAL MARKETING., LLC
Ref. Number: L07000046374

We have received your document for A.G.ROYCE METAL MARKETING., LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Once two companies are established and registered with this office, a conversion cannot be filed. Enclosed are articles of merger to merge the corporation into the LLC.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 808A00027950



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 30, 2008

ELLIOT P. BORKSON P.A.
1313 S. ANDREWS AVENUE
FORT LAUDERDALE, FL 33316

SUBJECT: A.G.ROYCE METAL MARKETING., LLC
Ref. Number: L07000046374

We have received your document for A.G.ROYCE METAL MARKETING., LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$35.00.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 808A00033981

ELLIOT P. BORKSON, P.A.

1313 S. Andrews Avenue
Fort Lauderdale, FL 33316
Telephone: (954) 462-6360
Facsimile: (954) 462-5225

June 09, 2008

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: A. G. Royce Metal Marketing LLC
Reference No: L07000046374

To Whom It May Concern:

Enclosed is your letter dated May 30, 2008, regarding the Certificate of Merger for A. G. Royce Metal Marketing, LLC. I am returning the documents to you together with the balance due of \$35.00 referenced in your letter.

Please contact me if there is any additional information you need.

Sincerely yours,



Elliot P. Borkson

EPB:cvf
Enclosures

**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>
A.G.Royce Metal Marketing Corporation	FL	Corp.
A.G.Royce Metal Marketing, LLC	FL	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>
A. G. Royce Metal Marketing, LLC	FL	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:

Date of Filing _____

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:

N/A

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:

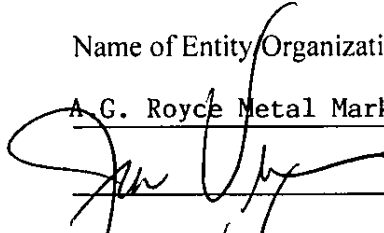
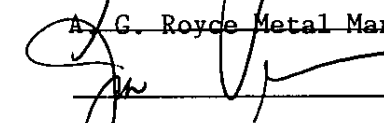
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

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:
A. G. Royce Metal Marketing Corporation		Ira Vernon
A. G. Royce Metal Marketing, LLC		Ira Vernon

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
--	---------

PLAN OF MERGER

The undersigned entity, A. G. ROYCE METAL MARKETING CORPORATION, a Florida corporation d/b/a CONCRETE REINFORCING PRODUCTS ("CRP"), pursuant to Florida statutes 608.4382 and other applicable statutes, hereby adopts this Plan of Merger on the following terms and conditions:

1. CRP, a domestic Florida corporation, hereby merges into A.G. Royce Metal Marketing, LLC ("LLC"), a Florida limited liability company.

2. The merger is permitted by Florida statute Chapters 607, 608, 617 and 620, and other provisions of the Florida statutes and the LLC complies with the provisions of Florida statute 608.4382 and other applicable statutes.

3. The corporation, A. G. Royce Metal Marketing Corporation, a Florida corporation d/b/a Concrete Reinforcing Products ("CRP"), is merging into A. G. Royce Metal Marketing, LLC, a Florida limited liability company, under the laws of the State of Florida.

4. The Planned Merger provides that the shares of CRP be exchanged for membership interests of the LLC on a ten shares for each one percent membership interest basis, such that after the merger, the membership interests of the LLC shall be held as follows:

<u>Name</u>	<u>No. of Shares of CRP</u>	<u>Membership Interest of LLC</u>
Gordon	200	20%
Vernon	330	33%
Perez	150	15%
Nudelman	170	17%
Kirner	120	12%
Furman	30	3%

5. Certain of the Stockholders, including Kirner, Nudelman, Perez, and Furman, assigned the voting rights of their shares to two voting trusts: one controlled by Gordon and one controlled by Vernon. Gordon and Vernon each have the right to vote 50% of the issued and outstanding stock of CRP, pursuant to the voting trusts. The voting trusts shall be amended to reflect that the voting trusts will hold membership interests of the members of the LLC, in exchange for and in lieu of the shares of stock previously transferred and the shares shall be deemed merged into the membership interests of the LLC. After the merger, Gordon and Vernon shall each control and vote on behalf of 50% of the membership interests of the LLC.

6. The current Shareholders Agreement, dated June 12, 2000, the First Amended dated February 24, 2004, for CRP and the Second Amendment dated October 1, 2004, shall be terminated and the LLC shall adopt a new Operating Agreement, addressing the management of the Company and the rights and restrictions that relate to the membership interests. The Operating Agreement shall mirror the provisions of the Shareholders Agreement of CRP, as much as possible, while acknowledging that the entity is now a limited liability company and will be treated as a corporation pursuant to the election of the entity for federal income tax purposes, and shall continue its Subchapter S election previously filed by CRP.

7. The effective date of the merger shall be the date that the Certificate of Merger is filed with the Secretary of State of the State of Florida. LLC shall have as its principal address 1381 Sawgrass Corporate Parkway, Sunrise, Florida 33323, and its resident agent shall be Eric Furman at the same address.

8. LLC has agreed to pay any shareholder of CRP any amounts for appraisal rights under Florida statute 608.4351-608-43595, to which such stockholder may be entitled.

9. All property, whether real, tangible or mixed, owned by CRP shall become the property of LLC upon the effective date of the merger and LLC shall be vested in such property without reversion or impairment by operation of Chapters 607 and 608 of the Florida statutes.

10. LLC shall be responsible and liable for all liabilities and obligations of CRP, including any liability to any shareholder having appraisal rights.

11. Any claim existing or action or proceeding pending by or against CRP shall continue against LLC as if the merger did not occur.

12. Neither the rights of creditors nor any liens upon the property of CRP shall be impaired by this merger.

13. The existence of LLC shall be deemed to have commenced as of May 3, 1991, the date upon which CRP was originally commenced as a corporation under the laws of the state of Florida.

14. LLC shall file an Entity Classification Election, on IRS Form 8832, electing to be treated as a corporation, which will have the effect of continuing the Subchapter S status of CRP for LLC. All of the members of LLC shall execute the Entity Classification Election and consent to the election.

15. All the rights, privileges and powers of CRP, as well as all other things and causes of actions belonging to CRP, shall be vested in LLC and be the property of LLC.

2008 JUN 13 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED


16. CRP shall not be required to wind up its affairs or pay its liabilities and distribute its assets and the Merger shall not constitute a dissolution of CRP.

17. LLC shall file a fictitious name filing registering the name Concrete Reinforcing Products and CRP and will begin doing business as Concrete Reinforcing Products.

18. This Merger is governed by Florida statutes 608.4382 relating to the merger of a domestic corporation into a limited liability company.

THIS PLAN OF MERGER is presented this 22 day of May, 2008.

A. G. ROYCE METAL MARKETING CORPORATION
d/b/a CONCRETE REINFORCING PRODUCTS

By: 
Eric Furman, Secretary/Treasurer

By: 
Ira Vernon, President