

L07000048183

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:

Merger

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SECRETARY OF STATE
DIVISION OF CORPORATION
07 MAY -4 PM 3:49

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JUNIPER ASSET MANAGEMENT, LLC
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

LAURENCE CAPLAN

(Contact Person)

LAURENCE A. CAPLAN, P.A.

(Firm/Company)

1900 CORPORATE BLVD., SUITE 400E

(Address)

BOCA RATON, FL 33431

(City, State and Zip Code)

For further information concerning this matter, please call:

L. CAPLAN

(Name of Contact Person)

at (561) 988-6009

(Area Code and Daytime Telephone Number)



Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
JUNIPER ASSET MANAGEMENT, INC.	DELAWARE	CORPORATION
		LOT-48183

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>
JUNIPER ASSET MANAGEMENT, LLC	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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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:

_____ 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:

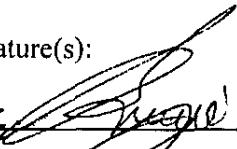
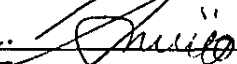
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: _____ N/A _____

Mailing address: _____ N/A _____

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:
JUNIPER ASSET MANAGEMENT, INC.		MICHAEL MAMMO
JUNIPER ASSET MANAGEMENT, LLC.		MICHAEL MAMMO

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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

**AGREEMENT AND PLAN OF MERGER OF
JUNIPER ASSET MANAGEMENT, L.L.C. (FLORIDA) AND
JUNIPER ASSET MANAGEMENT, INC. (Delaware)**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") is entered into this 2nd day of May, 2007, by and between JUNIPER ASSET MANAGEMENT, L.L.C., a Florida limited liability company (Surviving LLC) and JUNIPER ASSET MANAGEMENT, INC., a Delaware corporation ("Disappearing Corporation") as approved by the sole member of Surviving LLC and the sole shareholder of Disappearing Corporation:

RECITALS:

- A. Surviving LLC is a limited liability company duly organized under the laws of the State of Florida.
- B. Disappearing Corporation is a corporation duly organized and existing under the laws of the state of Delaware.
- C. The sole shareholder of Disappearing Corporation and the sole member of Surviving LLC believe that the merger of Disappearing Corporation into Surviving LLC would be advantageous and beneficial to the respective Shareholder and Member of those entities.
- D. Disappearing Corporation and Surviving LLC have agreed that Disappearing Corporation shall merge into Surviving LLC upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida.

NOW THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, Disappearing Corporation and Surviving LLC, the constituent corporations to this Agreement and Plan agree as follows:

- 1. Merger. Disappearing Corporation shall be merged with and into Surviving LLC.
- 2. Filing and Effective Date. Surviving LLC shall file with the Florida Department of State Articles of Merger pursuant to Section 608.4382 of the Florida Limited Liability Company Act. The effective date of the Merger shall be at 12:01 AM on the date of the filing of the Articles of Merger for the merger.
- 3. Surviving LLC. Surviving LLC shall continue its existence under its current name pursuant to the provisions of the Florida Limited Liability Company Act and shall succeed without transfer to all of the rights and properties of Disappearing

Corporation and shall be subject to all of the debts and liabilities of Disappearing Corporation in the same manner as if Surviving LLC had incurred them in accordance with the laws of the State of Florida.

4. Disappearing Corporation. The separate existence of Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Terms of the Merger. Upon the filing of Articles of Merger, the issued and outstanding shares of capital stock of Disappearing Corporation shall be canceled and retired and cease to exist. Juniper Asset Management, LLC, a Florida limited liability company, as sole member of Surviving LLC, will continue to hold one hundred percent (100%) of the membership interests of Surviving LLC following the merger. The presently issued and outstanding membership interests of Surviving LLC shall not, as a result of the merger, be changed and shall continue to be outstanding.

6. Articles of Organization. The Articles of Organization of Surviving LLC as now in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

7. Manager. The manager of Surviving LLC upon the effective date shall continue to be the manager of Surviving LLC. The name and address of the manager of Surviving LLC is ~~Juniper Asset Management, LLC~~, 1730 S. FEDERAL HWY., DELRAY BEACH, FL
MICHAEL MARINO

8. Approval. Subsequent to the execution of this Agreement and Plan by the sole shareholder of Disappearing Corporation and the sole member of Surviving LLC, the proper officers of Disappearing Corporation and the manager of Surviving LLC shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.

9. Governing Law. This Agreement and Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

10. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things necessary, proper or advisable to effectuate the merger.

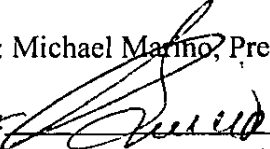
11. Counterparts. This Agreement and Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the sole shareholder of Disappearing Corporation and the sole member of Surviving LLC have executed these Agreement and Plan of Merger as of the 2nd day of May, 2007.

"DISAPPEARING CORPORATION"

JUNIPER ASSET MANAGEMENT, INC.,
A Delaware corporation

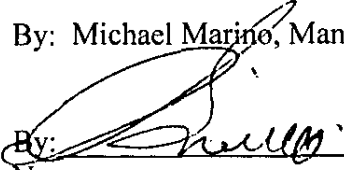
By: Michael Marino, President

By: 
Name: MICHAEL MARINO
Title: PRESIDENT

"SURVIVING LLC"

JUNIPER ASSET MANAGEMENT, L.L.C.,
A Florida limited liability company

By: Michael Marino, Manager

By: 
Name: MICHAEL MARINO
Title: PRESIDENT