

01/07/2010 10: FAX 239 649-3154  
Division of Corporations

CUMMINGS &amp; LOCKWOOD, LLC

001/005

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# L07000098124

Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
ALMD, LLC**

Certificate of Status	0
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Page Count	5
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**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of the principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ALMD, LLC 14 Walker Lane Weston, Connecticut 06883	Connecticut	Limited Liability Company

Florida Document/Registration Number: N/A      FEI Number: N/A

**SECOND:** The exact name, street address of the principal office, jurisdiction, and entity type for each surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ALMD, LLC 19630 Marino Lake Circle, #2702 Miromar Lakes, FL 33913	Florida	Limited Liability Company

Florida Document/Registration Number: L07000098124      FEI Number: N/A

**THIRD:** The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**FIFTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

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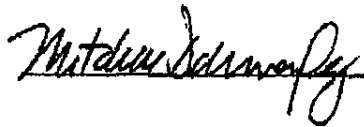

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**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**SEVENTH:** Signatures for Each Party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed Name of Individual</u>
ALMD, LLC a Connecticut limited liability company		Mitchell Dannenberg, Manager/Member
ALMD, LLC a Florida limited liability company		Mitchell Dannenberg, Manager/Member

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381 is being submitted in accordance with Section 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
ALMD, LLC	Connecticut
ALMD, LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
ALMD, LLC	Florida

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

1. The Operating Agreement of the ALMD, LLC, a Connecticut limited liability company, will be the Operating Agreement of the surviving company.
2. The surviving company shall be responsible for all liabilities and obligations of each of the limited liability companies.
3. The surviving company shall pay to any members with appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.
4. Any property, real, personal and mixed, and all debts due on whatever, account, including promises to make capital contributions, and all other choses in action, and all and every other interest of or belonging to or due to each party to the merger shall be vested in the survivor without further act or deed.

**FOURTH:**

A. The manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The Members of the surviving limited liability company are the same Members as the merging limited liability company. Therefore the conversion of the membership percentage interest and obligations will be converted to each Member on a one-to-one basis from the merging to surviving company.

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

The Members of the surviving limited liability company are the same Members as the merging limited liability company. Therefore the conversion of rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property will be a one-to-one basis for each Member, from the merging to surviving company.

**FIFTH:** The name and addresses of the managers of the surviving entity are as follows:

<u>Name</u>	<u>Address</u>
Aileen Dannenberg	23822 Cape Monaco Dr. Bonita Springs, FL 34135
Lawrence Dannenberg	19 Vallengourt Dr. Framingham, MA 14620
Mitchell Dannenberg	19630 Marino Lake Circle, #2702 Miromar Lakes, FL 33913

**SIXTH:** All Statements that are required by the laws of the jurisdictions under which each Non-Florida business entity that is a party of the merger is formed, organized or incorporated are as follows:

Connecticut.

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