

L080000030368

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

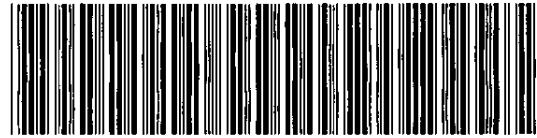
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
2014 SEP 10 PM 2:13
TO: SAC, NEW YORK
FROM: SAC, NEW YORK
SUBJECT: [illegible]

FILED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
2014 SEP 10 PM 2:13
TO: SAC, NEW YORK
FROM: SAC, NEW YORK
SUBJECT: [illegible]

Merger
@ 9.11.14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 290708 5156901

AUTHORIZATION :

COST LIMIT : \$ 50.00

ORDER DATE : September 9, 2014

ORDER TIME : 1:16 PM

ORDER NO. : 290708-010

CUSTOMER NO: 5156901

ARTICLES OF MERGER

BASTA CO., LLC

INTO

BASTA CO., LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS:

10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Basta Co., LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Samantha August

Contact Person

Basta Co., LLC

Firm/Company

349 Metropolitan Avenue, #6F

Address

Brooklyn, NY 11211

City, State and Zip Code

sam@bastasurf.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bob G. Goldberg, Esq.

at (212) 655-3526

Name of Contact Person

Area Code

Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

**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. 605.1025, 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>
Basta Co., LLC	Florida	LLC
Basta Co., LLC	New York	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>
Basta Co., LLC	New York	LLC

THIRD: The 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, 605, 617, and/or 620, Florida Statutes.

FOURTH: Please check one of the boxes that apply to surviving entity:

This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

This entity is created by the merger and is a domestic filing entity, the public organic record is attached.

This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

Basta Co., LLC

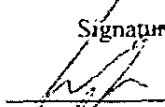
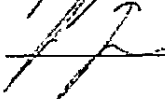
c/o Samantha August, 349 Metropolitan Avenue, #6F

Brooklyn, NY 11211

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Basta Co., LLC		Samantha August
Basta Co., LLC		Samantha August

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 an authorized person

Fees:

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
Certified Copy (optional):	\$30.00

AGREEMENT OF MERGER

This Agreement of Merger (this "Agreement") is entered into between Basta Co., LLC, a New York limited liability company (herein the "Surviving Entity") and Basta Co., LLC, a Florida limited liability company (herein the "Merging Entity").

ARTICLE I MERGER

At the Effective Time (as defined below) the Merging Entity shall be merged into the Surviving Entity (the "Merger"). The Surviving Entity will be the surviving limited liability company and shall remain a limited liability company organized under the laws of New York, and all of the assets, properties, rights, privileges, powers and franchises of the Surviving Entity and the Merging Entity shall vest in the Surviving Corporation, and all of the debts, liabilities, obligations, restrictions and duties of the Surviving Entity and the Merging Entity shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Corporation.

ARTICLE II EFFECTIVE TIME

The Merger provided for in this Agreement will become effective as provided by law (the "Effective Time").

ARTICLE III CONVERSION OF MEMBERSHIP INTERESTS

Section 3.1 Each Membership Interest held in the Merging Entity outstanding immediately prior to the Effective Time shall be converted into an identical percentage of Membership Interests in the Surviving Entity. All Membership Interests of the Merging Entity shall automatically be cancelled and cease to exist as of the Effective Time.

Section 3.2 No cash consideration will be paid for Membership Interests held in the Merging Entity.

ARTICLE IV MISCELLANEOUS

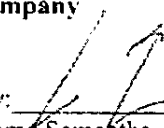
Section 4.1 The Merging Entity shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

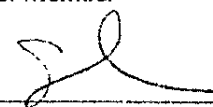
Section 4.2 This Agreement may be executed in two or more counterparts, each of which will be considered an original, but all of which together will constitute the same instrument.

[Signature Page Follows]

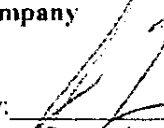
IN WITNESS WHEREOF the parties have executed this Agreement of Merger as
of this ____ day of August, 2014.

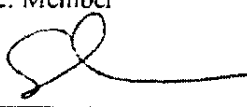
**BASTA CO., LLC, a New York limited liability
company**

By:  9-5-14
Name: Samantha August
Title: Member

By:  9-5-14
Name: Emily Ford
Title: Member

**BASTA CO., LLC, a Florida limited liability
company**

By:  9-5-14
Name: Samantha August
Title: Member

By:  9-5-14
Name: Emily Ford
Title: Member