

L09000039225

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

****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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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE
OCCIDENTAL ENERGY PARTNERS, INC**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$93.75

\$115.00

T. CLINE
MAY 23 2011
EXAMINER

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Occidental Energy Partners, Inc.
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Stephen G. Stim
(Contact Person)

Stimconsult, Ltd.
(Firm/Company)

5A Frost Mill Rd.
(Address)

Mill Neck, NY 11765
(City, State and Zip Code)

For further information concerning this matter, please call:

Stephen G. Stim at (212) 977-7950
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

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

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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>
409-39225 Finservice II, LLC	Florida	LLC
Livingston Investments II, LLC	Florida	LLC
407-64735		

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>
Occidental Energy Partners, Inc.	Delaware	Corporation

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.

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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:

Corporation Service Company

2711 Centerville Road

Wilmington, DE 19808

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: c/o Stimconsul Ltd.

5A Frost Mill Road

Mill Neck, NY 11765

Mailing address: c/o Stimconsul Ltd.

5A Frost Mill Road

Mill Neck, NY 11765



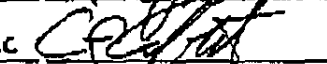
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Occidental Energy Partners, Inc.		Stephen G. Stim
Finserve II, LLC		Chester F. English
Livingston Investments II, LLC		Chester F. English

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: 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

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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>
<u>Finservice II, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>Livingston Investments II, LLC</u>	<u>Florida</u>	<u>LLC</u>

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>
<u>Occidental Energy Partners</u>	<u>Delaware</u>	<u>Corporation</u>

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

1. Merger. Upon the terms and subject to the conditions hereof and in accordance with Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act, the LLC shall be merged with and into the Corporation and the Corporation shall be, and is herein referred to as, the "Surviving Entity." The Merger shall become effective at the time and on the date of the filing of a Certificate of Merger under the applicable requirements of Delaware... (See attached additional sheet)

(Attach additional sheet if necessary)

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THIRD:

... law, or such later time and date as may be set forth in the Certificate of Merger (the "Effective Time").

2. Effect of Merger. At the Effective Time, the separate existence of the LLC shall cease and the LLC shall be merged with and into the Corporation. The consummation of the Merger will have the effects provided in Delaware law with respect to a merger of a domestic limited liability company into a domestic corporation.

3. Certificate of Incorporation and By-Laws. The Certificate of Incorporation and the By-Laws of the Corporation shall be the Certificate of Incorporation and the By-Laws of the Surviving Entity.

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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:

Each equity interest of the LLC ("Unit") issued and outstanding
immediately prior to the Effective Time shall be converted into one duly
authorized, validly issued, fully paid and nonassessable share of common
stock, par value \$0.01 (the "Common Stock"), of the Surviving Entity.

(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:

Each option or right to acquire Units issued by the LLC (each an "LLC
Option") which is outstanding, unexpired and unexercised as of the
Effective Time shall be converted into an option or right to acquire, as the
case may be, a number of shares of Common Stock equal to the number of
Units for which such LLC Option is then exercisable at an exercise price
per share of Common Stock equal to the per Unit option exercise price...
(See attached additional sheet)

(Attach additional sheet if necessary)

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FOURTH: B.

...then applicable to the LLC Option and otherwise subject to the same terms and conditions of the LLC Option as in effect immediately prior to the Effective Time, except that all references to the LLC in such LLC Option shall be deemed to be references to the Surviving Entity (each such option or right, a "Surviving Entity Option").

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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:

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N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

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