

LD91000121946

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** New SRG Technology, 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:

Garry W Johnson

Contact Person

New SRG Technology, LLC

Firm/Company

330 SW 2nd Street, Suite #215

Address

Fort Lauderdale, FL 33312

City, State and Zip Code

garry.johnson@srgtech.com

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

For further information concerning this matter, please call:

Garry W Johnson

Name of Contact Person

at ( 954 ) 882-8570

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 31, 2009

GARRY W. JOHNSON  
330 SW 2ND STREET, STE. 215  
FORT LAUDERDALE, FL 33312

SUBJECT: NEW SRG TECHNOLOGY, LLC  
Ref. Number: L09000121946

We have received your document for NEW SRG TECHNOLOGY, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must contain the manner and basis of converting rights to acquire interests, 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.

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: 009A00039697

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511-LAW.COM  
ATTORNEYS AT LAW  
A PROFESSIONAL ASSOCIATION

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January 13, 2010

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314  
Attn: Ms. Leslie Sellers

**Re: New SRG technology LLC Merger –  
Ref #L09000121946**

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Dear Ms. Sellers:

I am re-sending the enclosed Merger Documents per our telephone conversation of January 13, 2010.

As we discussed, I had received your Letter #009A00039697 asking that item Fourth(B) of the Plan of Merger regarding the conversion of "rights to acquire" be completed (you advised "N/A" was insufficient).

Per our phone conversation, I have revised that item to read as follows:

*"N/A – there are no outstanding "rights to acquire" in either party therefore there is no conversion of any such "rights to acquire" necessary."*

Please file this corrected document. If possible, we would still like the merger document dated and to be effective 12-31-2010.

If you need further information or if you have any questions, please call me at 954-882-8570.

Sincerely,

*e/ Garry W. Johnson*

Garry W. Johnson

**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>
New SRG Technology, LLC	Florida	LLC
SRG Technology, LLC	Florida	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>
New SRG Technology, 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:

December 31, 2009

**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:

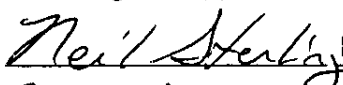
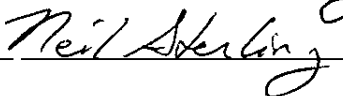
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: 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:
New SRG Technology, LLC		Neil Sterling, Manager
SRG Technology, LLC		Neil Sterling, Manager
_____	_____	_____
_____	_____	_____

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

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$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>
New SRG Technology, LLC	Florida	LLC
SRG Technology, LLC	Florida	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>
New SRG Technology, LLC	Florida	LLC

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

- (A) This merger shall take place and be effective on January 1, 2010.
- (B) New SRG Technology, LLC will be the surviving entity and the name shall be changed immediately to SRG Technology, LLC.
- (C) By operation of this merger, all assets and properties of SRG Technology, LLC shall be transferred to New SRG Technology, LLC.
- (D) By operation of this merger, all liabilities and obligations of SRG Technology, LLC shall be assumed by New SRG Technology, LLC.

*(Attach additional sheet if necessary)*



**FOURTH:**

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:

100 outstanding units of SRG Technology, LLC will be converted into

850,000 units of Class A Interests in New SRG Technology, LLC.

*(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:

N/A - There are no outstanding "rights to acquire" in either party therefore

there is no conversion of any such "rights to acquire" necessary.

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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)*