

L100000015559

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

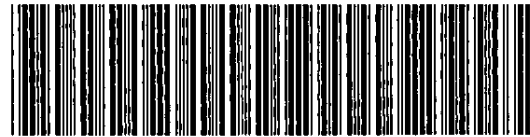
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

B. KOHR  
JUN 25 2012  
EXAMINER



500236607855

06/21/12--01007--012 \*\*55.00

22 JUN 21 PM 11:22

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ATSS, 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:

John M. Gaioni

Contact Person

Ackerman, Levine, Cullen, Brickman & Linmer, LLP

Firm/Company

1010 Northern Boulevard, Suite 400

Address

Great Neck, New York 11021

City, State and Zip Code

jgaioni@alc11p.com

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

For further information concerning this matter, please call:

John M. Gaioni

Name of Contact Person

at ( 516 ) 829-6900

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 JUN 21 AM 11:23

**Certificate of Merger  
For  
Florida Limited Liability Company**

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION 12  
12 JUN 21 AM 11:22

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>
ATSS Limited Liability Company	CT	LLC
ATSS, LLC	FL	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>
ATSS, LLC	FL	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.

**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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 entitles 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:

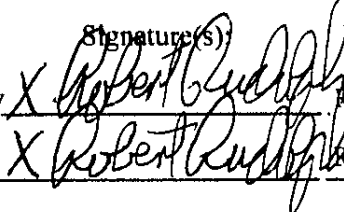
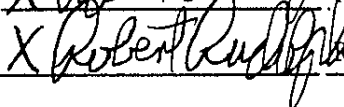
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:
ATSS Limited Liability Company	X 	Robert Rudolph
ATSS, LLC	X 	Robert Rudolph

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
--	---------

## 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>
ATSS Limited Liability Company	CT	LLC
ATSS, LLC	FL	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>
ATSS, LLC	FL	LLC

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

All membership interests of ATSS Limited Liability Company (the "Constituent")  
are to be cancelled and all of Constituent's Members shall receive a percentage  
membership interest in ATSS, LLC equivalent to their percentage interest in the  
Constituent. ATSS, LLC will succeed to all of the rights, assets and obligations  
of the Constituent. The surviving entity shall be ATSS, LLC and its articles of  
organization and operating agreement shall be the articles of organization and  
operating agreement of the surviving entity.

*(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:

The outstanding membership interests of Constituent shall be  
cancelled and the members of Constituent will become owners of percentage  
interests in ATSS, LLC equivalent to their cancelled interests in  
Constituent. All currently outstanding interests in ATSS, LLC shall  
be cancelled in the merger.

*(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:

There are no outstanding rights to acquire any interests, shares,  
obligations or other securities of any merged party.

*(Attach additional sheet if necessary)*