

L1 WVVVO 50218

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

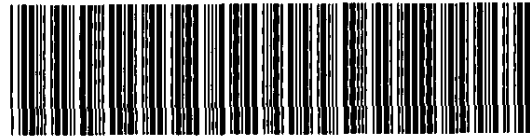
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09/21/10--01001--016 **60.00

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10 SEP 20 PM 4: 34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
SEP 21 2010
EXAMINER

FRED
10 SEP 20 PM 4: 55
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 20 PM 4:55

CONTACT: Kim Weidenbach

DATE: 09/20/10

REF. #: 000427.132317

CORP. NAME: NFSG, INC. merging into: NOBLE FS I, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 536606 FOR \$ 60.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 20 PM 4:55

**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:

P10000062857

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
NFSG, Inc.	Florida	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Noble FS I, LLC	Florida	Limited Liability Company

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:

September 20, 2010

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 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:

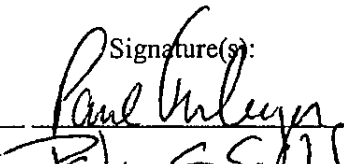
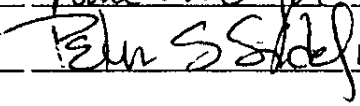
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

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:
NFSG, Inc.		Paul Forberger, V.P.
Noble FS I, LLC		Peter S. Sidel, Rep.

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER
OF NOBLE FS I, LLC
AND
NFSG, INC.

THIS PLAN OF MERGER dated September 20, 2010 ("Plan") is between Noble FS I, LLC, a Florida limited liability company ("Noble") and NFSG, Inc., a Florida corporation ("NFSG").

Whereas, Noble is a limited liability company duly organized and existing under the laws of the State of Florida and has two (2) Members, each of whom have a fifty percent (50%) ownership interest; and

Whereas, NFSG is a corporation duly organized and existing under the laws of the State of Florida and has 1,000 authorized common shares, \$0.01 par value, all of which are issued and outstanding; and

Whereas, the Board of Directors of NFSG has determined it is advisable and in the best interest of NFSG and its shareholders that NFSG merge with and into Noble upon the terms and conditions herein provided; and

Whereas, the Members of Noble and the shareholders of NFSG have approved this Plan and have directed that this Plan be adopted;

NOW, THEREFORE, in consideration of the mutual Plans and covenants set forth herein, Noble and NFSG hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I

MERGER

NFSG shall be merged with and into Noble ("Merger"). The separate existence of NFSG shall cease and Noble shall survive the Merger and shall continue to be governed by the laws of the State of Florida. The name of the surviving entity shall be Noble FS I, LLC ("Surviving Entity").

The Merger shall become effective when this Plan shall have been filed with the Secretary of State of the State of Florida ("Effective Date").

Upon the Effective Date, the Surviving Entity shall, (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date; (ii) be subject to all actions previously taken by it and Board of Directors of NFSG; (iii) succeed, without other transfer, to all of the assets, rights, powers and property of NFSG; (iv) continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date, and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of NFSG in the same manner as if Noble had itself incurred them.

II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

Upon the Effective Date, the Articles of the Organization ("Articles") of Noble as in effect immediately prior to the Effective Date shall continue in full force and effect as the Articles of the Surviving Entity.

The Managing Member and any directors and officers of Noble immediately prior to the Effective Date shall be the directors and officers of the Surviving Entity.

III

MANNER OF CONVERSION OR SECURITIES

Each authorized share of NFSG, being a total of 1,000, shall automatically be changed and converted into a .75 % interest in Noble as of the Effective Date.

IV

GENERAL

Noble will, on or before the Effective Date;

(a) qualify to do business as a foreign corporation in any state in which Noble Free Standing Group, Ltd. is so qualified.

(b) file any and all documents with the appropriate tax authorities necessary for the assumption by Noble of all of the tax liabilities, if any, of NFSG; and

(c) take such other actions as may be required by the Florida Business Corporation Act.

From time to time, as and when required by Noble or by its successors or assigns, there shall be executed and delivered on behalf of NFSG such other instruments, and there shall be taken or caused to be taken by Noble and NFSG such further and other actions, as shall be appropriate or necessary other wise to carry out the purposes of this Plan, and the officers and directors of NFSG are fully authorized in the name and on behalf of NFSG or to take any and all such actions.

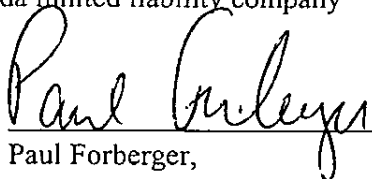
The registered office of the Surviving Entity in the State of Florida is 5821 C Lake Worth Road, Greenacres, Florida 33463.

This Plan shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

IN WITNESS WHEREOF, this Merger Agreement is hereby executed on behalf of Noble FS I, LLC, a Florida limited liability company and NFSG, Inc., a Florida corporation.

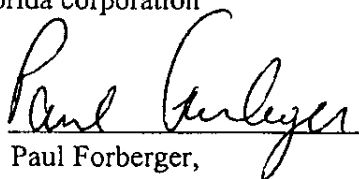
Noble FS I, LLC
a Florida limited liability company

BY:


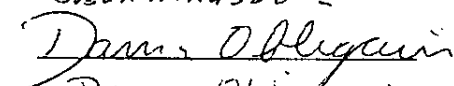

Paul Forberger,
Managing Member

NFSG, Inc.,
a Florida corporation

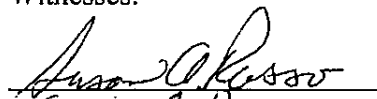
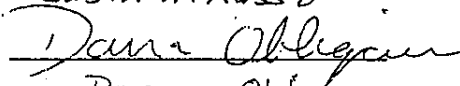
BY:


Paul Forberger,
Senior Vice President

Witnesses:


Susan A. Russo

Donna Obligation

Witnesses:


Susan A. Russo

Donna Obligation

[Signature Page to Plan of Merger]