

L10000067853

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(Business Entity Name)

(Document Number)

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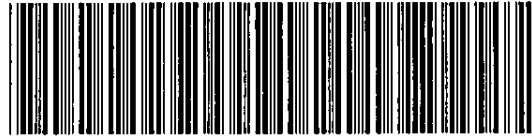
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EXAMINER



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DIVISION OF CORPORATIONS  
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CORPORATE

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

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 01/03/2012

REF. #: 000638.159578

CORP. NAME: PRISM VENTURE PARTNERS, LLC (NY) into FR TAX GROUP, LLC (FL)

**File Second!**  
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- |  |   |  |
|--|---|--|
| <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# 542882 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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

Examiner's Initials

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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>
Prism Venture Partners, LLC	NEW YORK	Limited Liability Company
FR Tax Group, LLC	FLORIDA	LLimited Liability Company

**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>
FR Tax Group, 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:

DATE OF FILING \_\_\_\_\_

**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:

Prism Venture Partners, LLC

Richard Sabella, member

FR Tax Group, LLC

Richard Sabella, member

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

**Certified Copy (optional):** \$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>
Prism Venture Partners, LLC	NEW YORK	Limited Liability Company
FR Tax Group, LLC	FLORIDA	Limited Liability Company

**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>
FR Tax Group, LLC	FLORIDA	LLimited Liability Company

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

On the effective date of filing of the merger certificate in New York and Florida, the entities identified above shall be merged into and with each other, with FR Tax Group, LLC being the surviving entity. From and after the effective date of the merger, the merged entity shall be known as "FR Tax Group, LLC" and the separate existence of Prism Venture Partners, LLC shall cease and the business and affairs of the surviving entity shall be governed by the operating agreement of FR Tax Group, LLC. The parties shall do any and all other acts necessary to effectuate the foregoing plan of merger.

*(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 manner of such conversion is by operation of law, without delivery of any  
certificate or other paper except this plan of merger. The basis of such conversion  
is the the fact that each entity is owned by a common parent.

*(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

*(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:

The date the initial articles of organization for Prism Venture Partners, LLC were filed with the New York Department of State was April 24, 2001. This plan of merger has been approved and executed by Prism Venture Partners, LLC and FR Tax Group, LLC.

The date the initial articles of organization for FR Tax Group, LLC were filed with the Florida Department of State was June 25, 2010. No application for authority to do business in New York has been filed by such entity and such entity is not to do business in New York until such a filing is made.

*(Attach additional sheet if necessary)*

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

FR Tax Group, LLC agrees that it may be served with process in New York in any action or special proceeding for the enforcement of any liability or obligation of Prism Venture Partners, LLC and for the enforcement in New York of the rights of members of Prism Venture Partners, LLC to receive payment for their interests therein from FR Tax Group, LLC. Subject to any applicable law of New York to the contrary, FR Tax Group, LLC will promptly pay to the members of Prism Venture Partners, LLC the amount if any to which they shall be entitled under the provisions of any applicable law of New York. (see addendum)

*(Attach additional sheet if necessary)*



Addendum to Plan of Merger  
in respect of Prism Venture Partners,  
LLC and FR Tax Group, LLC

A. FR Tax Group, LLC hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in article three of the chapter of the laws of the State of New York that includes the New York Limited Liability Company Law in any action or special proceeding. The Secretary of State of the State of New York shall mail a copy of any process received by it to FR Tax Group, LLC, 675 Indiantown Road; Suite 103, Jupiter, FL 33458.

B. FR Tax Group, LLC states that the merger herein set forth is permitted under the laws of the State of Florida and is in compliance therewith.

C. A copy of the Plan of Merger is on file at the office of FR Tax Group, LLC, 675 Indiantown Road; Suite 103, Jupiter, FL 33458.

D. A copy of the Plan of Merger will be furnished by FR Tax Group, LLC upon request and without cost to any member of Prism Venture Partners, LLC.