

L11000036388

(Requestor's Name)

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(City/State/Zip/Phone #)

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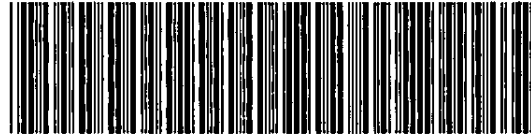
(Business Entity Name)

(Document Number)

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03/11/13--01011--028 **25.00

04/18/13--01010--002 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 APR 17 PM 2:29

Merger

APR 18 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PROBALANCE, 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:

Veronica Cavanagh

Contact Person

Steel Pier Capital Advisors, LLC

Firm/Company

750 Lexington Ave 22nd FL

Address

New York, NY 10022

City, State and Zip Code

vcavanagh@spcfund.com

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

For further information concerning this matter, please call:

Veronica Cavanagh at (212) 994-9860

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 21, 2013

VERONICA CAVANAGH
STEEL PIER CAPITAL ADVISORS, LLC
750 LEXINGTON AVE 22ND FL
NEW YORK, NY 10022

SUBJECT: PROBALANCE, LLC
Ref. Number: L11000036388

We have received your document for PROBALANCE, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file your document is \$60.00.

There is a balance due of \$35.00.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 113A00006682

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 APR 17 PM 2:29

FLORIDA CERTIFICATE OF MERGER

PROBALANCE, LLC
(a Florida Limited Liability Company)

WITH AND INTO

PROBALANCE, INC.
(a Delaware corporation)

Pursuant to Section 608.4382 of the Florida Statutes, the undersigned, the duly elected Chief Executive Officer and Chairman of the Board of Directors of PROBALANCE, Inc., a Delaware corporation ("PB Delaware") certifies to the following information relating to the merger (the "Merger") of PROBALANCE, LLC, a Florida limited liability company ("PB Florida") with and into PB Delaware, with PB Delaware as the surviving party to the Merger:

FIRST: The exact name, entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
PROBALANCE, Inc.	Corporation	Delaware
PROBALANCE, LLC	Limited Liability Company	Florida

SECOND: The exact name, entity type, and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
PROBALANCE, Inc.	Corporation	Delaware

THIRD: The attached Plan of Merger was approved by PB Florida in accordance with the applicable provisions of Section 608.4382 of the Florida Statutes.

FOURTH: The attached Agreement and Plan of Merger was approved by PB Delaware in accordance with the applicable laws of the State of Delaware.

FIFTH: The Merger shall be deemed effective upon filing of this Certificate of Merger with the Florida Department of State as of the date hereof. A Certificate of Ownership and Merger was previously filed with the Secretary of State of the State of Delaware on the date hereof.

SIXTH: The principal office address of PB Delaware is as follows:

PROBALANCE, Inc. 14450 46th Street N, Suite 110, Clearwater, FL 33762

SEVENTH: PROBALANCE, Inc. agrees to pay to any members with appraisal rights the amount, to which such members are entitled under Sections 608.4351 and 608.43595 of the Florida Statutes.

EIGHTH: PROBALANCE, Inc. has, on the date hereof, filed an Application by Foreign Corporation for Authorization to Transact Business in Florida pursuant to section 607.1503(1) of the Florida Statutes. Until such Application is declared effective:

(a) PROBALANCE, Inc. lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of Section 48.181 of the Florida Statutes:

PROBALANCE, Inc. 14450 46th Street N, Suite 110, Clearwater, FL 33762.

(b) PROBALANCE, Inc. 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 Sections 608.4351 and 608.43595 of the Florida Statutes.

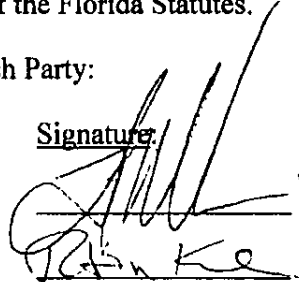
NINTH: Signature for Each Party:

Name of Entity:

PROBALANCE, Inc.

PROBALANCE, LLC

Signature:

The block contains two handwritten signatures. The first signature is for Tom Carlin, Chairman, and the second is for Robert Kral, Sr., Managing Member. Both signatures are written in black ink over horizontal lines.

Name and Title of Individual:

Tom Carlin, Chairman

Robert Kral, Sr., Managing
Member

PLAN OF MERGER

FIRST: The exact name, entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
PROBALANCE, Inc.	Corporation	Delaware
PROBALANCE, LLC	Limited Liability Company	Florida

SECOND: The exact name, entity type, and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
PROBALANCE, Inc.	Corporation	Delaware

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

PROBALANCE, Inc., a Delaware corporation ("PB Delaware") and PROBALANCE, LLC a Florida limited liability company ("PB Florida") have entered into an Agreement and Plan of Merger in substantially the form set forth as Exhibit A attached hereto (the "Merger Agreement"), pursuant to which: (i) PB Florida will merge with and into PB Delaware, with PB Delaware as the surviving entity (the "Merger"); and (ii) the members of PB Florida immediately prior to the effective time of the Merger will receive, in the aggregate, 100% of the outstanding equity interests of PB Delaware on a fully-diluted basis in consideration for their membership interests in PB Florida.

PB Delaware is a wholly-owned subsidiary of PB Florida and was formed for the sole purpose of effecting a migratory merger to Delaware.

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:

Upon the effective date of the Merger, as a result of the Merger and without any action on the part of PB Delaware, PB Florida or the members of PB Florida, each Common Membership Interest issued and outstanding immediately prior to the effective date of the Merger shall convert (without the surrender of Membership Interest certificates or any other action) into one fully paid and non-assessable share of PB Delaware Common Stock and each Preferred Membership Interest shall convert (without the surrender of Preferred Membership Interest certificates or any other action) into one fully paid and non-assessable share of PB Delaware Series A Preferred Stock. Upon the effective date of the Merger, as a result of the Merger and without any action on the part of PB Delaware, PB Florida or the members of PB Florida, each of the 1,000 shares of

Common Stock held by PB Florida shall be cancelled.

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 PB Florida.

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

There are no statements required under Delaware law for inclusion in this Plan of Merger.

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

The officers of PB Delaware immediately prior to the effective date of the Merger shall be the officers of the surviving party, and each shall hold his respective office or offices from and after the effective date of the Merger until his successor has been duly elected or appointed and qualified or until his earlier death, resignation or removal.

The directors of PB Delaware immediately prior to the effective date of the Merger shall be the directors of the surviving party, and each shall hold office from and after the effective date of the Merger until his successor shall have been duly elected or appointed and qualified or until his earlier death, resignation or removal.

PB Delaware and PB Florida intend that the Merger qualify as a tax-free exchange within the meaning of Section 351(a) of the Internal Revenue Code of 1986, as amended.