

L110000064116

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

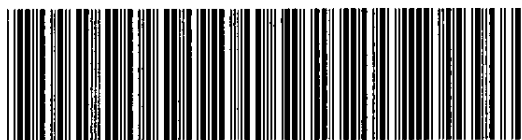
Special Instructions to Filing Officer:

Office Use Only

B. KOHR

JUL 15 2011

EXAMINER



200209367772

07/15/11--01003--007 **80.00

RECEIVED
11 JUL 14 PM 3:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
11 JUL 14 AM 9:01
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 14 AM 9:01

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 07/14/2011

REF. #: 001495.151248

CORP. NAME: AMERICAN ASSET RECOVERY SOLUTIONS, LLC (a New York LLC) merging into AMERICAN ASSET RECOVERY SOLUTIONS-POMPANO, LLC (a Florida LLC); which then changes its' name to AMERICAN ASSET RECOVERY SOLUTIONS, 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# 540669 **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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 14 AM 9:01

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

The following Certificate of Merger is submitted to merge the following Limited Liability Company(ies) in accordance with §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>
American Asset Recovery Solutions-Pompano, LLC	Florida	Limited Liability Company
American Asset Recovery Solutions, LLC	New York	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>
American Asset Recovery Solutions-Pompano, LLC	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic limited liability company 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, is: July 15, 2011.

SIXTH: Signature(s) for Each Party

<u>Name of Entity/Organization</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
American Asset Recovery Solutions-Pompano, LLC		Mark A.Kasperczyk, Manager
American Asset Recovery Solutions, LLC		Mark A.Kasperczyk, Manager

#1584581

AGREEMENT AND PLAN OF MERGER

BETWEEN

AMERICAN ASSET RECOVERY SOLUTIONS – POMPADNO, LLC

AND

AMERICAN ASSET RECOVERY SOLUTIONS, LLC

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made as of June 24, 2011, by and between AMERICAN ASSET RECOVERY SOLUTIONS – POMPADNO, LLC, a Florida limited liability company ("AARS-Pompadno"), and AMERICAN ASSET RECOVERY SOLUTIONS, LLC, New York limited liability company ("AARS"), which limited liability companies are sometimes referred to herein individually as a "Constituent Company" and collectively as "Constituent Companies."

WITNESSETH:

WHEREAS, the Managers and Members of each of the Constituent Companies deem that it is advisable and in the best interests of each Constituent Company and its Members, that AARS be merged with and into AARS-Pompadno (hereinafter, in such capacity, sometimes referred to as the "Surviving Company"), as permitted by applicable Florida and New York law, under and pursuant to the terms hereinafter set forth (the "Merger");

NOW THEREFORE, in consideration of the mutual covenants contained herein and for other valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE I
THE MERGER

Section 1.1. The Merger. Upon the terms and subject to the conditions of this Merger Agreement and in accordance with the Florida Limited Liability Company Act and the New York Limited Liability Company Law, at the Effective Time (as hereinafter defined), AARS (the "Merged Company") shall be merged with and into AARS-Pompadno. As a result of the Merger, the separate limited liability company existence of the Merged Company shall cease and AARS-Pompadno shall continue as the Surviving Company of the Merger.

Section 1.2. Effective Time. The effective time and date of the Merger (herein referred to as the "Effective Time" and the "Effective Date") shall be the time and date set forth in the Certificate of Merger filed by AARS with the New York Department of State, and in the Certificate of Merger filed by AARS-Pompadno with the Florida Department of State, relating to the Merger.

Section 1.3. Effects of the Merger. At the Effective Time, the separate existence of the Merged Company shall cease, and the Surviving Company shall succeed, without other transfer, to

all the rights and property of the Merged Company and shall be subject to all of the debts and liabilities of the Merged Company as provided under applicable law.

Section 1.4. Managers. The Managers of the Surviving Company in office immediately prior to the Effective Time shall be the Managers of the Surviving Company from and after the Effective Time, in each case until their respective successors are duly elected or appointed and qualified.

ARTICLE II MEMBERSHIP INTERESTS

Section 2.1. Membership Interests. The holders and their respective percentage ownership of all of the outstanding Membership Interests of AARS-Pompano are the same as the holders and their respective percentage ownership of all of the outstanding Membership Interests of AARS. Accordingly, at the Effective Time, the holders of the outstanding Membership Interests of AARS-Pompano shall succeed in the same proportions to the outstanding Membership Interests of AARS.

ARTICLE III ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT

Section 3.1. Articles of Organization; Amendment. The Articles of Organization of AARS-Pompano shall, upon the Effective Time, be amended to provide that the name of the Surviving Company shall be "American Asset Recovery Solutions, LLC" and, as so amended, shall continue in effect as the Articles of Organization of the Surviving Company, until amended or repealed in accordance with the provisions thereof and of applicable law. To effect such amendment, Article I of the Articles of Organization of AARS-Pompano shall, upon the Effective Time, be amended to read in its entirety as follows:

"ARTICLE I – Name: The name of the Limited Liability Company is: American Asset Recovery Solutions, LLC."

Section 3.2. Operating Agreement; Amendment. The Operating Agreement of AARS-Pompano shall, upon the Effective Time, be amended to provide that the name of the Surviving Company shall be "American Asset Recovery Solutions, LLC" and, as so amended, shall continue in effect as the Operating Agreement of the Surviving Company, until amended or repealed in accordance with the provisions thereof and of applicable law.

Section 3.3 Application for Authority. At or as soon as practicable following the Effective Time, the Surviving Company shall, if required, file an amendment of its Application for Authority with the New York Department of State in order to reflect the foregoing change of name of the Surviving Company.

ARTICLE IV AMENDMENT AND TERMINATION

Section 4.1. Amendment. To the fullest extent permitted by applicable law, this Merger Agreement may be amended by mutual consent of the Members and Managers of the Constituent Companies at any time prior to the Effective Time.

Section 4.2. Termination. To the fullest extent permitted by applicable law, this Merger Agreement may be terminated, and the Merger herein provided for may be abandoned, by mutual consent of the Members and Managers of the Constituent Companies at any time prior to the Effective Time.

ARTICLE V
MISCELLANEOUS

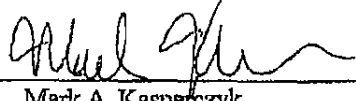
Section 5.1. Copy of Plan. A copy of this Merger Agreement shall be kept on file at 651 Delaware Avenue, Buffalo, New York 14202, the place of business of the Surviving Company in the State of New York. A copy of this Merger Agreement will be furnished by the Surviving Company on request, without cost, to any Member of either of the Constituent Companies.

Section 5.2 Authority of Manager. Each Manager of each Constituent Company is hereby authorized to execute and file the Certificate of Merger on behalf of such Constituent Company.


[Signature Page Follows]

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the respective Members and Managers of each Constituent Company, is hereby executed on behalf of each Constituent Company by a duly authorized Manager thereof as of the day and year first above written.

AMERICAN ASSET RECOVERY SOLUTIONS
-- POMPANO, LLC

By: 
Name: Mark A. Kasperczyk
Title: Manager

AMERICAN ASSET RECOVERY SOLUTIONS,
LLC

By: 
Name: Mark A. Kasperczyk
Title: Manager

#1583651