

L11000083856

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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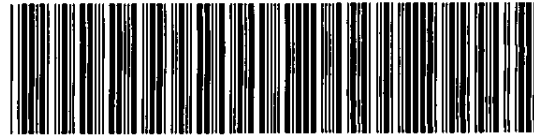
(Business Entity Name)

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TALLAHASSEE, FLORIDA

T. CLINE

JUL 27 2011

EXAMINER

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

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Kim Weidenbach

DATE: 07/27/11

REF. #: 000638.151826

CORP. NAME: JSROBERTS CONSULTING LLC (VA) merging into: JSROBERTS CONSULTING LLC (FL)

- | | | |
|------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <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# 540805 **FOR \$** 50.00

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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TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER
OF
JSROBERTS CONSULTING LLC
(a Virginia limited liability company)
INTO
JSROBERTS CONSULTING LLC
(a Florida limited liability company)

LI-83856

The undersigned, on behalf of the limited liability companies set forth below, pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act"), state as follows:

FIRST: JSRoberts Consulting LLC, a Virginia limited liability company (the "Merging Company"), and JSRoberts Consulting LLC, a Florida limited liability company, agree to merge. The surviving entity of the merger will be JSRoberts Consulting LLC, a Florida limited liability company (the "Surviving Company").

SECOND: The Plan of Merger is attached hereto as Exhibit A.

THIRD: The Plan of Merger was approved and duly authorized by the unanimous written consent of the members of JSRoberts Consulting LLC, a Florida limited liability company, in accordance with the provisions of Chapter 608 of the Florida Act on June 30, 2011.

FOURTH: The Plan of Merger was approved and duly authorized by JSRoberts Consulting LLC, a Virginia limited liability company, in accordance with the laws of the Commonwealth of Virginia on June 30, 2011.

FIFTH: The merger shall become effective at the time and on the date specified in the Certificate of Merger filed with the Florida Department of State, herein referred to as the "Effective Date."

[SIGNATURE PAGE FOLLOWS]

13307509.1

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 20 day of June, 2011.

MERGING COMPANY:

JSRoberts Consulting LLC (Virginia)

By: Julie S. Roberts
Name: Julie S. Roberts
Title: Member

SURVIVING COMPANY:

JSRoberts Consulting LLC (Florida)

By: Julie S. Roberts
Name: Julie S. Roberts
Title: Member

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TALLAHASSEE, FLORIDA

EXHIBIT A
PLAN OF MERGER

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TALLAHASSEE, FLORIDA

PLAN OF MERGER
OF
JSROBERTS CONSULTING LLC
(a Virginia limited liability company)
INTO
JSROBERTS CONSULTING LLC
(a Florida limited liability company)

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THIS PLAN OF MERGER sets forth the terms of the merger of JSRoberts Consulting LLC, a Virginia limited liability company, with and into JSRoberts Consulting LLC, a Florida limited liability company. This Plan of Merger is made pursuant to Section 13.1-1070 of the Virginia Limited Liability Company Act (the "Virginia Act") and Section 608.438 of the Florida Limited Liability Company Act (the "Florida Act") and was approved by each party to the merger in accordance with the provisions of the Florida Act and the Virginia Act.

1. Parties to the Merger: The name of each limited liability company participating in the merger and the jurisdiction in which each limited liability company was formed are as follows:

Name	Jurisdiction of Formation
JSRoberts Consulting LLC	Virginia
JSRoberts Consulting LLC	Florida

2. Surviving Company: The name of the surviving company is as follows:

Name	Jurisdiction of Formation
JSRoberts Consulting LLC	Florida

3. Terms and Conditions:

(a) The merger shall become effective at the time and on the date specified in the Certificate of Merger filed with the Florida Department of State, herein referred to as the "Effective Date."

(b) Pursuant to the Florida Act and the Virginia Act, on the Effective Date, JSRoberts Consulting LLC, a Virginia limited liability company (the "Merging Company"), shall be merged with and into JSRoberts Consulting LLC, a Florida limited liability company (the "Surviving Company") and said Surviving Company shall continue to exist under its present name pursuant to the provisions of the Florida Act. The Merging Company shall cease upon the Effective Date and all membership interests shall be cancelled in accordance with the provisions of the Virginia Act.

(c) The Articles of Organization of the Surviving Company upon the Effective Date shall be the Articles of Organization of the Surviving Company as they existed immediately prior to the Effective Date of the merger, and shall be the Articles of Organization of said Surviving LLC and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Florida Act.

(d) The operating agreement of the Surviving Company upon the Effective Date shall be the operating agreement of the Surviving Company as they existed immediately prior to the Effective Date of the merger, and shall be the operating agreement of said Surviving Company and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

(e) The persons who were members of the Surviving Company prior to the merger shall be the members of the Surviving Company after the merger.

4. Cancellation of Interests: On the Effective Date, the membership interests of the Merging Company shall be cancelled in accordance with the provisions of the Virginia Act.

[SIGNATURE PAGE FOLLOWS]

13307546.1

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2011 JUL 27 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the
30th day of June, 2011.

MERGING COMPANY:

JSRoberts Consulting LLC (Virginia)

By: Julie S. Roberts
Name: Julie S. Roberts
Title: Member

SURVIVING COMPANY:

JSRoberts Consulting LLC (Florida)

By: Julie S. Roberts
Name: Julie S. Roberts
Title: Member

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