

# L11000110950

Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850)617-6380

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

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**MERGER OR SHARE EXCHANGE**

**Stephen Key Design, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$50.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KR  
2011-1-190414

11/17

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

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TALLAHASSEE, FLORIDA

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>
<u>Stephen Key Design, LLC</u>	<u>California</u>	<u>Limited Liability Company</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
<u>Stephen Key Design, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

**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:

\_\_\_\_\_

**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:
Stephen Key Design, LLC	X <i>Robert Terwilliger</i>	Robert Terwilliger
Stephen Key Design, LLC	X <i>Robert Terwilliger</i>	Robert Terwilliger
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

**Fees:** 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

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TALLAHASSEE, FLORIDA

## 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>
Stephen Key Design, LLC	California	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>
Stephen Key Design, LLC	Florida	Limited Liability Company

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

The merging party and surviving party are both wholly owned subsidiaries of the  
same parent company. All of the merging party's issued and outstanding  
membership interests shall be acquired by the surviving party. Thereafter  
the merging party shall be liquidated and dissolved.

*(Attach additional sheet if necessary)*

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**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 merging party and surviving party are both wholly owned subsidiaries of the  
same parent company. All of the merging party's issued and outstanding  
membership interests shall be acquired by the surviving party. Thereafter  
the merging party shall be liquidated and dissolved.

*(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:

*(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:

See attached Agreement pursuant to California Corporation Code Section

17555(g)(1)(2) and (3)

*(Attach additional sheet if necessary)*

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

*(Attach additional sheet if necessary)*

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TALLAHASSEE, FLORIDA

TO THE STATE OF CALIFORNIA SECRETARY OF STATE  
AGREEMENT PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION  
17555(g)(1)(2) and (3)

KNOW ALL MEN BY THESE PRESENTS

That the undersigned, Stephen Key Design, L.L.C., a limited liability company organized under the laws of the State of Florida ("Surviving Entity"), as surviving foreign limited liability company pursuant to a merger with Stephen Key Design, LLC, a limited liability company organized under the laws of the State of California ("Disappearing Entity"), hereby agrees: (i) that the Surviving Entity may be served in the State of California in a proceeding for the enforcement of an obligation of the Disappearing Entity and in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in the Disappearing Entity; (ii) to irrevocably appoint the Secretary of State of the State of California, to be Surviving Entity's attorney to receive service of any lawful process in any noncriminal suit, action or proceeding against Surviving Entity it, or the Surviving Entity's successor, executor, or administrator, with the same force and validity as if served personally on the undersigned; and (iii) that the Surviving Entity will promptly pay the holder of any dissenting interest or dissenting share in the Disappearing Entity the amount to which that person is entitled under California law.

- Notice of the service and a copy of the process should be sent by registered or certified mail to the Surviving Entity at the following address: Stephen Key Design, LLC, Attn: Terri Wescott, Suite 202  
11300 U.S. Highway One, Palm Beach Gardens, FL 33408

Dated: 11-16-2011

Stephen Key Design, LLC, a Florida limited liability company  
By: Accudial Pharmaceutical, Inc.  
Its: Manager

x. Robert Terwilliger  
By: Robert Terwilliger  
Its: Chief Executive Officer

**ACKNOWLEDGEMENT**

(STATE OF FLORIDA )  
(COUNTY OF PALM BEACH)

On NOVEMBER 16, 2011 before me, (here insert the name and title of the officer), personally appeared Robert Terwilliger, Chief Executive Officer of Accudial Pharmaceutical, Inc., Manager of Stephen Key Design, LLC, a Florida limited liability company X personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/its/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.  
WITNESS my hand and official seal.

Signature [Signature] (Seal)



Any certificate of acknowledgement taken in another place shall be sufficient in California if it is taken in accordance with the laws of the place where the acknowledgement is made. See, California Civil Code Section 1190.

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