

L11000113895

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

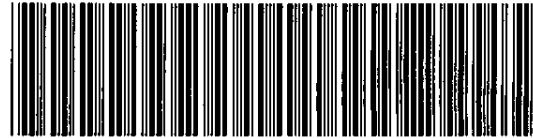
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10/21/11--01017--010 \*\*55.00

11/02/11--01006--006 \*\*25.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

NOV 02 2011

EXAMINER

Alan J. Rome  
John P. Clifford, Jr. \*  
Steven L. Katz \*\*  
Allan W. Koerner



Rome Clifford Katz  
& Koerner, LLP  
ATTORNEYS AT LAW

214 Main Street  
Hartford, CT 06106  
Tel 860.527.7044  
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Wendy J. Davies  
Joel M. Ellis  
John J. Robacynski  
Elizabeth A. Strole  
Nathan M. Mayhew \*\*

\* Also admitted in Florida

\*\* Also admitted in Massachusetts

October 31, 2011  
File No. 5326-001

**Via Federal Express**

Registration Section  
Division of Corporations  
Attn: Deborah Bruce  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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11 OCT 21 AM 10  
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TALLAHASSEE, FLORIDA

**Re: Equipment Consulting of Florida, LLC/Letter No. 011A00024232**

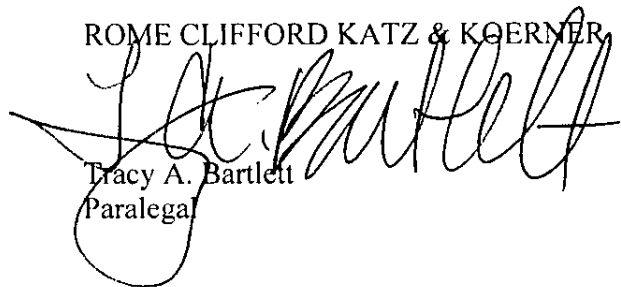
Dear Ms. Bruce:

Per our telephone conversation and the enclosed letter, enclosed herein is a check in the the amount of \$25.00 for the additional filing fee. Kindly process the Certificate of Merger as soon as possible.

If you have questions, please contact Attorney Elizabeth Strole. Thank you.

Sincerely,

ROME CLIFFORD KATZ & KOERNER, LLP



Tracy A. Bartlett  
Paralegal

Enclosures (2)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 24, 2011

ROME CLIFFORD KATZ & KOERNER, LLP  
ATTN: TRACY A. BARTLETT  
214 MAIN STREET  
HARTFORD, CT 06106

SUBJECT: EQUIPMENT CONSULTING OF FLORIDA, LLC  
Ref. Number: L11000113895

We have received your document for EQUIPMENT CONSULTING OF FLORIDA, LLC and your check(s) totaling \$55.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

There is a balance due of \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 011A00024232

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 24, 2011

ROME CLIFFORD KATZ & KOERNER, LLP  
ATTN: TRACY A. BARTLETT  
214 MAIN STREET  
HARTFORD, CT 06106

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Deborah Bruce  
Regulatory Specialist II

Letter Number: 011A00024232

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TALLAHASSEE, FLORIDA

Alan J. Rome  
John P. Clifford, Jr. \*  
Steven L. Katz \*\*  
Allan W. Koerner



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October 20, 2011  
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Registration Section  
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Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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11 OCT 21 AM 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: Equipment Consulting of Florida, LLC**

Dear Sir or Madam:

Enclosed herein is a Certificate of Merger for filing with reference to the above entity along with a copy of same to obtain a certified copy and a check in the amount of \$55.00 for the filing fee.

If you have questions, please contact Attorney Elizabeth Strole. Thank you.

Sincerely,

ROME CLIFFORD KATZ & KOERNER, LLP

Tracy A. Bartlett  
Paralegal

Enclosures (3)

**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>
Equipment Consulting of Florida, LLC	Florida	Limited Liability Company (FL)
Equipment Consulting of Connecticut, LLC	Connecticut	Limited Liability Company (CT)

**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>
Equipment Consulting of Florida, 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.

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TALLAHASSEE, FLORIDA

**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:

October 31, 2011

**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:


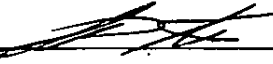
Street address:

Mailing address:

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TALLAHASSEE, FLORIDA

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:
Equipment Consulting of Florida, LLC		Steven D. Truta
Equipment Consulting of Connecticut, LLC		Steven D. Truta

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
<b><u>Certified Copy (optional):</u></b>		\$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>
Equipment Consulting of Connecticut, LLC	Connecticut	Limited Liability Company (CT)
Equipment Consulting of Florida, LLC	Florida	Limited Liability Company (FL)

**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>
Equipment Consulting of Florida, LLC	Florida	Limited Liability Company (FL)

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

Equipment Consulting of Connecticut, LLC (the "Merged Entity") shall be merged with and into Equipment Consulting of Florida, LLC (the "Surviving Entity") in accordance with the provisions of the Connecticut Limited Liability Act and the Florida Limited Liability Company Act. The Surviving Entity shall continue to exist under its present name, Equipment Consulting of Florida, LLC. The sole member of the Merged Entity is and shall be the sole member of the Surviving Entity until such time as additional members may acquire membership interests in the Surviving Entity in accordance with its operating agreement dated 10/31/11.

*(Attach additional sheet if necessary)*

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CLERK OF SUPERIOR COURT  
ALABAMA

**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:

All membership interests in the Merged Entity shall be cancelled and the sole member of the Merged Entity, who is also the sole member of the Surviving Entity, shall receive One Hundred (100%) Percent of the membership interests in the Surviving Entity, and consequently One Hundred (100%) Percent of the assets and liabilities/obligations of the Surviving Entity, until such time as additional members may acquire membership interests in the Surviving Entity in accordance with its operating agreement dated 10/31 2011.

*(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:

Rights to acquire interests, shares, obligations and other securities of the Merged Entity are on a "per percentage" basis, such that each member of the Merged Entity (there being only one (1) member) is entitled to acquire the interests, shares, obligations or other securities of the Surviving Entity in proportion to his membership interest in the Merged Entity. There being only one member of the Merged Entity, said member possesses the rights to acquire all interests, shares, obligations and other securities of the Surviving Entity, and does so acquire.

*(Attach additional sheet if necessary)*

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TALLAHASSEE, FLORIDA

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

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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