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Division of Corporations
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Division of Corporations
TALLAHASSEE, FL 32310

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Fax Number : (850) 617-6380

Account Name : CALANDRINO LAW FIRM
Account Number : 120090000062
Phone : (407) 601-4905
Fax Number : (407) 601-4910

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DIVISION OF CORPORATIONS**

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Email Address: Corporations@floridabusinesslaw.com

**MERGER OR SHARE EXCHANGE
CRICA COMMUNICATION & CONSULTING, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$50.00

MAY 24 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Crica Communication + Consulting, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Emily Johnson
Contact Person

CALANDRINO LAW FIRM, LLC P.A.
Firm/Company

301 E. Pine St. Ste. 950
Address

Orlando, FL 32801
City, State and Zip Code

corporations@floridabusinesslaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Emily Johnson
Name of Contact Person

at (407) 601-4505
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

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Articles of Merger

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of the principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Crica Communication & Consulting, LLC 389 Skyview Place Chuluota, Florida 32766	Florida	Limited liability company
Crica Communication & Consulting, LLC 504 Nantucket Drive Cary, North Carolina 27513	North Carolina	Limited liability company

SECOND: The exact name, street address of the principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Crica Communication & Consulting, LLC 389 Skyview Place Chuluota, Florida 32766	Florida	Limited liability company

THIRD: The attached Plan of Merger meets the requirements of Section 608.4382, Florida Statutes, and was approved by the merging parties in accordance with applicable provisions of Chapter 607, Florida Statutes.

FOURTH: The merger shall become effective as of the date of the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

SEVENTH: Signatures of each party are below.

CRICA COMMUNICATION &
CONSULTING, LLC
Florida Limited Liability Company

By: Elizabeth E. Caffera
Elizabeth E. Caffera
Managing Member

CRICA COMMUNICATION &
CONSULTING, LLC
North Carolina Limited Liability Company

By: Elizabeth E. Caffera
Elizabeth E. Caffera
Managing Member

**Agreement and Plan of Merger of
Crica Communication & Consulting, LLC
With and Into
Crica Communication & Consulting, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 7th day of May, 2013 by and between Crica Communication & Consulting, LLC, a North Carolina limited liability company ("CCC North Carolina") and Crica Communication & Consulting, LLC, a Florida limited liability company ("CCC Florida").

RECITALS

WHEREAS, all of the members of CCC North Carolina have resolved that CCC North Carolina be merged, pursuant to Section 608.4382, Florida Statutes, with and into CCC Florida, which limited liability company will be the "Surviving Entity."

NOW THEREFORE, in consideration of the promises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, there parties hereto hereby agree in accordance with the Florida Limited liability company Act with the following terms and conditions:

1. **Recitals.** The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. **Merger.** The members of CCC North Carolina hereby agree that CCC North Carolina, at the Effective Date (as hereinafter defined), shall be merged with and into CCC Florida (the "Merger").
3. **Effects of Merger.**

3.1 Certain Effects of Merger. On the Effective Date, the separate existence of CCC North Carolina shall cease and CCC North Carolina shall be merged with and into CCC Florida which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of CCC North Carolina and all and singular, the rights privileges, powers and franchises of CCC North Carolina, and all property, real, personal and mixed, and all debts due to CCC North Carolina on whatever account, and all other things in action or belonging to CCC North Carolina, shall be vested in CCC Florida, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of CCC Florida as they were of CCC North Carolina, and the title to any real estate vested by deed or otherwise under the laws of the State of North Carolina or any other jurisdiction in CCC North Carolina shall not revert or be in any way impaired; but all rights of creditors and all liens upon any

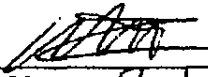
Carolina or the managers of CCC Florida duly adopt a resolution abandoning this Plan of Merger.

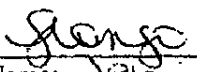
7.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

7.3 Effective Date. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.


IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

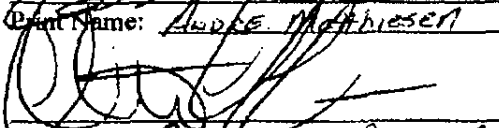

Print Name: Richard P. Longo


Print Name: Jennifer Longo

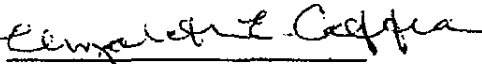
CRICA COMMUNICATION &
CONSULTING, LLC, Florida Limited
Liability Company

By: 
Elizabeth E. Caffera
Managing Member


Print Name: Andrew Mathiesen


Print Name: Elizabeth E. Caffera

CRICA COMMUNICATION &
CONSULTING, LLC, a North Carolina
Limited Liability Company

By: 
Elizabeth E. Caffera
Managing Member