

L11000123804

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

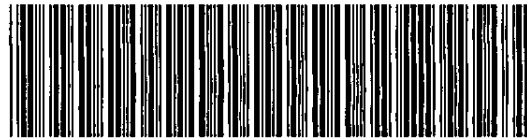
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700246949067

05/03/13--01027--008 **50.00

FILED
13 MAY -3 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mayer
5-873

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ivox Solutions, 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:

Marshall S. Harris

Contact Person

Quality One Wireless, LLC

Firm/Company

1500 Tradeport Drive

Address

Orlando, Florida 32824

City, State and Zip Code

mharris@q1w.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marshall S. Harris

Name of Contact Person

at (407) 857-3737

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

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

FILED
13 MAY -3 PM 4:09
SECRETARY OF STATE
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> |
|-----------------------|---------------------|---------------------------|
| Ivox Solutions, LLC | Florida | limited liability company |
| Monster Cellular, LLC | Nevada | 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> |
|---------------------|---------------------|---------------------------|
| Ivox Solutions, 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.

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:

Ivox Solutions, LLC

Monster Cellular, LLC

Signature(s)

Typed or Printed
Name of Individual:

John Chiorando

John Chiorando

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

| | | |
|---------------------|-------------------------------------|---------|
| <u>Fees:</u> | 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 |

| | |
|--|---------|
| <u>Certified Copy (optional):</u> | \$30.00 |
|--|---------|

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> |
|-----------------------|---------------------|---------------------------|
| Ivox Solutions, LLC | Florida | limited liability company |
| Monster Cellular, LLC | Nevada | 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> |
|---------------------|---------------------|---------------------------|
| Ivox Solutions, LLC | Florida | limited liability company |

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

See attached Exhibit A

(Attach additional sheet if necessary)

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:

See attached Exhibit A

(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:

See attached Exhibit A

(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:

None

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)

EXHIBIT A

PLAN OF MERGER

This Plan of Merger is made and entered into as of April 12, 2013 by and between MONSTER CELLULAR, LLC, a Nevada limited liability company f/k/a Old Cell Phone Company, LLC ("Monster Cellular"), and Ivox Solutions, LLC, a Florida limited liability company ("Ivox Solutions").

RECITALS:

A. The sole members of each of Monster Cellular and Ivox Solutions (the "Constituent Companies") are Robert Newton (as successor to Old Cell Phone Company, Inc.), Professional Communications, Inc. and JSC Consulting, LLC ("Members"); and

B. The Members have determined that it is in the respective best interests of each of the Constituent Companies that Monster Cellular be merged with and into Ivox Solutions:

NOW, THEREFORE, each of each of the Constituent Companies and the Members hereby approve and adopt the following Plan of Merger ("Plan"):

1. **Merger.** On the Effective Date (as defined below):

1.1 Monster Cellular, a Nevada limited liability company, shall be merged with and into Ivox Solutions, a Florida limited liability company, and Ivox Solutions shall be the surviving entity (the "Merger");

1.2 All assets and liabilities of Monster Cellular will converted into and become assets and liabilities of Ivox Solutions shall be the surviving entity; and

1.3 All membership interests in Monster Cellular shall be deemed exchanged for and converted into membership interests in Ivox Solutions shall be the surviving entity.

2. **Effective Date.** The Merger shall be deemed effective on the date that all certificates of merger and other documents required under the respective laws of Nevada and Florida to effectuate the Merger have been duly filed on behalf of the Constituent Companies with the appropriate governmental authorities.

3. **Execution in Counterparts; Execution by Fax or E-Mail; Waiver of Acceptance.** This Plan may be executed in separate counterparts, all of which will constitute one and the same instrument. Delivery of an executed counterpart of this by facsimile or e-mail will be equally as effective as delivery of an original executed counterpart of this Plan. Any party delivering an executed counterpart of this Plan by facsimile or e-mail also will deliver an original executed counterpart of this Plan but the failure to deliver an original executed counterpart will not affect the validity, enforceability, and binding effect of this Plan.

(Signatures on following page)

IN WITNESS WHEREOF, This Plan of Merger has been executed, delivered, approved and adopted as of the date first above stated.

CONSTITUENT COMPANIES

MONSTER CELLULAR, LLC, a Nevada limited liability company f/k/a Old Cell Phone Company, LLC

By: /s/ Robert Newton
Robert Newton, Chief Executive Officer

IVOX SOLUTIONS, LLC, a Florida limited liability company

By: /s/ Robert Newton
Robert Newton, Chief Executive Officer

MEMBERS

/s/ Robert Newton
ROBERT NEWTON

PROFESSIONAL COMMUNICATIONS, INC.

By: /s/ Henry Caldarozzo
Henry Caldarozzo, President

JSC CONSULTING, LLC

By: /s/ John Chiorando
John Chiorando, President