

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000028365 3)))



H120000283653ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : ROETZEL & ANDRESS
Account Number : I20000000121
Phone : (239) 649-6200
Fax Number : (239) 261-3659

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE

Lulu Writing, LLC

| | |
|-----------------------|--------------------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$67.50 |

85.00

D. BRUCE

FEB 03 2012

Electronic Filing Menu

Corporate Filing Menu

Help

EXAMINER

RECEIVED

12 FEB -2 AM 9:04

TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 FEB -2 PM 5:10

FILED

((H12000028365 3)))

ARTICLES AND CERTIFICATE OF MERGER

OF

LULU WRITING, LLC,

a Connecticut limited liability company

into

LULU WRITING, LLC

a Florida limited liability company

The following Articles and Certificate of Merger are submitted in accordance with Florida Statutes §§ 608.438 et seq. and the Connecticut Limited Liability Company Act §§ 34-193 et seq.

1. These Articles and Certificate of Merger are being filed to effect the merger of the following entities:

- A. LULU WRITING, LLC
a Connecticut limited liability company
Date of Organization: September 29, 2011

with and into

- B. LULU WRITING, LLC
a Florida limited liability company
Date of Organization: January 11, 2012

42000005462

FILED
12 FEB -2 PM 5:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

2. The name of the surviving entity is LULU WRITING, LLC, a Florida limited liability company (the "Surviving Entity").

3. The name of the merging entity is LULU WRITING, LLC, a Connecticut limited liability company (the "Merging Entity").

4. The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Florida Statutes § 608.4382, and was approved by all the members of the Florida limited liability

((H12000028365 3)))

((H12000028365 3)))

company that are a party to the merger in accordance with the applicable provisions of Florida Statutes §§ 608.438 et seq.

5. The Plan of Merger meets the requirements of the Connecticut Limited Liability Company Act § 34-195, and was approved by all the Members that are a party to the merger in accordance with the applicable provisions of the Connecticut Limited Liability Company Act §§ 34-193 et seq., and the Operating Agreements of LULU WRITING, LLC, a Connecticut limited liability company.

6. The Plan of Merger was executed on the 21st day of January, 2012.

7. The Plan of Merger is on file at the place of business of the Surviving Entity, which is located at 20 Winding Way, Trumbull, Connecticut, 06611, and at its registered office in the State of Florida, which is 2818 Tiburon Boulevard East, Apt. 103, Naples, Florida 34109.

8. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member or other person holding an interest in the Surviving Entity or Merging Entity.

9. The Surviving Entity agrees that it may be served with process in Connecticut in any action, suit or proceeding for the enforcement of any obligation of the Merging Entity, irrevocably appointing the Connecticut Secretary of State as its agent to accept service of process in the action, suit or proceeding. A copy of any process received by the Connecticut Secretary of State pursuant to this paragraph may be mailed to LULU WRITING, LLC, c/o Thomas E. Dardani, 2818 Tiburon Boulevard East, Apt. 103, Naples, Florida 34109. In the event of service under this paragraph on the Connecticut Secretary of State, the procedures set forth in Connecticut Limited Liability Company Act § 34-198 are applicable, except that the plaintiff in any action, suit or proceeding shall furnish the Connecticut Secretary of State with the address

((H12000028365 3)))

FILED
12 FEB - 2 PM 5:10
CLERK OF DISTRICT COURT
NAPLES, FLORIDA

((H12000028365 3)))

specified in the certificate of merger provided for in this paragraph and any other address which the plaintiff elects to furnish, together with copies of the process as required by the Connecticut Secretary of State. The Connecticut Secretary of State shall notify the Surviving Entity at all addresses furnished by the plaintiff in accordance with the procedures set forth in Connecticut Limited Liability Company Act § 34-198.

10. The merger shall be effective on the later of: (1) the date the articles of merger are filed with the Florida Department of State; (2) the date the certificate of merger is filed with the Connecticut Secretary of State; or (3) January 27th 2012.

SURVIVING ENTITY:

LULU WRITING, LLC, a Florida limited liability company

By: Thomas E. Dardani
Thomas E. Dardani, Manager

MERGING ENTITY:

LULU WRITING, LLC, a Connecticut limited liability company

By: Thomas E. Dardani
Thomas E. Dardani, Manager

6138557v1/125853.0002

FILED
12 FEB -2 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H12000028365 3)))

((H12000028365 3)))

PLAN OF MERGER

This plan of merger dated to be effective the ~~27~~²⁷ day of January, 2012, between LULU WRITING, LLC, a Florida limited liability company, the surviving entity (the "Surviving Entity"), and LULU WRITING, LLC, a Connecticut limited liability company, the merging entity (the "Merging Entity"), is submitted in compliance with Florida Statutes §§ 608.438 et seq., and the Connecticut Limited Liability Company Act §§ 34-193 et seq.

A. Surviving Entity (Florida Limited Liability Company). The Surviving Entity is a limited liability Company organized and existing under the laws of the State of Florida, with its principal office at 20 Winding Way, Trumbull, Connecticut 06611 and a registered office in the State of Florida at the following address: 2818 Tiburon Boulevard East, Apt. 103, Naples, Florida 34109.

B. Manager of Surviving Entity. The manager in the Surviving Entity is and shall continue to be Thomas E. Dardani, an individual, with an address at 20 Winding Way, Trumbull, Connecticut 06611.

C. Merging Entity (Connecticut Limited Liability Company). The Merging Entity is a limited liability company organized and existing under the laws of the State of Connecticut with its principal office at 17 Winding Way, Trumbull, Connecticut 06611.

D. Terms of Merger, Method of Conversion. Merging Entity shall merge with and into Surviving Entity, which shall be the Surviving Entity. The Member of the Surviving Entity shall hold, as a result of the merger, 100% of the membership interests in the Surviving Entity pursuant to the fact that on the effective date of the merger, the Member was the sole Member of both the Merging Entity and the Surviving Entity. The Member's rights in the Surviving Entity are substantially equivalent in other respects, except as dictated by appropriate state law, to the Member's interest in the Merging Entity. The membership interests in the Merging Entity shall be cancelled and the former Member of the Merging Entity shall as a result of the merger only be the sole Member in the Surviving Entity, with no further action required.

E. Terms of Merger; Surviving Entity Successor to Merging Entity. On the effective date of the merger, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

F. Certificate and Operating Agreement of the Surviving Entity. The Articles of Organization of the Surviving Entity filed with the Florida Secretary of State shall continue to be its Articles of Organization following the effective date of the merger. The Operating Agreement of the Surviving Entity shall continue to be the Operating Agreement of the company following the effective date of the merger, with no desired changes to the Operating Agreement of the Surviving Entity.

FILED
12 FEB -2 PM 5:10
CLERK OF DISTRICT COURT
NAPLES, FLORIDA

((H12000028365 3)))

G. Filing. The manager of the Surviving Entity shall cause to be filed a certified copy of the Articles and Certificate of Merger in the office of the official who is the recording officer of each county in the State of Connecticut in which real property of the Merging Entity is situated in order to effectuate transfer of title to the Surviving Entity.

H. Effective Date. The effective date of this merger shall be the later of: (1) the date when articles of merger are filed by the Florida Secretary of State; (2) the date when articles of merger are filed by the Connecticut Secretary of State; or (3) the 31st day of January, 2012.

6139011v1/125853.0002

FILED
12 FEB -2 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H12000028365 3)))