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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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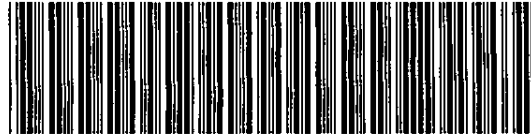
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Effective Date 11-15-12

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J. SAULSBERRY
EXAMINER

NOV 16 2012

BOND SCHOENECK & KING

One Lincoln Center | Syracuse, NY 13202-1355 | bsk.com

COURTNEY ALAN WELLAR, ESQ.

cwellar@bsk.com

P: 315.218.8365

F: 315.218.8965

November 7, 2012

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Delphi Strategic Planning, LLC*

Dear Sir or Madame:

Enclosed for filing with your office is a Certificate of Merger for Delphi Strategic Planning. Also enclosed is our firm's check in the amount of \$45.00 to cover the cost of the filing and the fee for a **Certified Copy** of the Certificate of Merger.

Please return the certified copy to:

Courtney A. Wellar, Esq.
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, New York 13202

Thank you.

Very truly yours,

BOND, SCHOENECK & KING, PLLC



Courtney Alan Wellar

CAW/dm

Enclosures

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**CERTIFICATE OF MERGER
OF
DELPHI STRATEGIC PLANNING, LLC
INTO
DELPHI STRATEGIC PLANNING, LLC**

(Under Section 608.4382 of the Florida Statutes)

The undersigned, being the sole member of Delphi Strategic Planning, LLC, a New York limited liability company and Delphi Strategic Planning, LLC, a Florida limited liability company states that:

1. The name and jurisdiction of formation of each domestic limited liability company that is to merge is Delphi Strategic Planning, LLC, which was organized in the State of Florida on August 9, 2012 ("**FL Delphi**").
2. The name and jurisdiction of formation of each foreign limited liability company that is to merge is Delphi Strategic Planning, LLC, which was organized in the State of New York on October 26, 2011 ("**NY Delphi**").
3. Following the merger, FL Delphi, a Florida limited liability company, shall be the surviving entity and its name shall continue to be "Delphi Strategic Planning, LLC".
4. The attached plan of merger was approved and executed by FL Delphi in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.
5. The attached plan of merger was approved and executed by NY Delphi in accordance with the applicable laws of New York State.
6. The effective date of the merger shall be November 15, 2012.

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Survivor
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IN WITNESS WHEREOF, I signed this Certificate of Merger on October 31, 2012, and affirm under the penalties of perjury that the statements contained in this Certificate of Merger are true.

Delphi Strategic Planning, LLC
(a New York limited liability company)

By: _____

Robert J. Theis, Jr.,
Sole Member

Delphi Strategic Planning, LLC
(a Florida limited liability company)

By: _____

Robert J. Theis, Jr.,
Sole Member

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Agreement and Plan of Merger

Between

Delphi Strategic Planning, LLC
(a Florida limited liability company)

&

Delphi Strategic Planning, LLC
(a New York limited liability company)

Dated as of October 31, 2012

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of October 31, 2012, between Delphi Strategic Planning, LLC, a Florida limited liability company ("FL Delphi") and Delphi Strategic Planning, LLC, a New York limited liability company ("NY Delphi"), pursuant to Section 608.438 *et. seq.* of the Florida Statutes (the "Florida Statutes") and Section 1001 *et. seq.* of the Limited Liability Company Law of New York (the "LLC Law") respectively.

RECITALS

WHEREAS, Robert J. Theis, Jr. is the sole member of FL Delphi and NY Delphi (the "Member");

WHEREAS, the Member desires to merge NY Delphi into FL Delphi (the "Merger") pursuant to the terms set forth below; and

WHEREAS, Section 608.438 *et. seq.* of the Florida Statutes and Section 1001 *et. seq.* of the LLC Law authorize the Merger.

NOW, THEREFORE, the constituent entities, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

Section 1 Incorporation of Recitals. The parties hereto hereby incorporate the above recitals as if they were set forth herein.

Section 2 Merger. As provided in this Agreement, NY Delphi shall merge into FL Delphi, which shall be the surviving entity.

Section 3 Articles of Organization, FL Delphi. The Articles of Organization of FL Delphi, as in effect on the date of the Merger, shall continue in full force and effect as the Articles of Organization of FL Delphi after the Merger.

Section 4 Converting Membership Interests, NY Delphi. All of the Member's membership interest in NY Delphi, existing on the effective date of the Merger, and all rights in respect thereof, shall forthwith be changed and converted into a membership interest in FL Delphi on a one for one basis. After the Merger, the Member shall continue have 100% of the membership interest in FL Delphi.

Section 5 Terms and Conditions. The terms and conditions of the Merger are as follows:

(a) Surrender of NY Delphi Membership Interest. Upon the making of the appropriate filings with the respective states of Florida and New York, the Member shall

automatically be deemed to surrender his membership interest in NY Delphi for an equivalent membership interest in FL Delphi.

(b) *Operating Agreement of FL Delphi.* The Operating Agreement of FL Delphi shall be the Operating Agreement of FL Delphi until the same shall be altered, amended or repealed as provided therein.

(c) *Effective Date of the Merger.* The Merger shall become effective upon the filing of the *Certificate of Merger* with the New York State Department of State and the *Certificate of Merger* with the Florida Department of State.

(d) *Transfer of Property, Rights and Privileges.* Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of NY Delphi shall be transferred to, vested in and devolve upon FL Delphi without further act or deed and all property, rights, and every other interest of NY Delphi shall be the property of FL Delphi. NY Delphi hereby agrees from time to time, as and when requested by FL Delphi or by its successors or assignees, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action FL Delphi may deem necessary or desirable in order to (1) vest in and confirm to FL Delphi title to and possession of any property of NY Delphi and (2) carry out the intent and purposes of this Agreement.

(e) *Service of Process.* FL Delphi may be served with process in the State of New York in any proceeding for enforcement of any obligation of NY Delphi as well as for enforcement of any obligation of FL Delphi arising from the Merger.

(f) *Designation of Secretary of State.* The Secretary of State is designated as agent of FL Delphi upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served against him or her is Delphi Strategic Planning, LLC, Attention President, 61 Fairway Oaks Lane, Osprey, Florida, 34229.

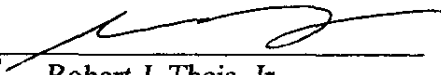
Section 6 Termination and Amendment. Notwithstanding anything contained in this Agreement to the contrary, this Agreement may be terminated and abandoned by either party at any time prior to the date of filing the *Certificate of Merger of Delphi Strategic Planning, LLC into Delphi Strategic Planning, LLC* with the New York State Department of State and the *Certificate of Merger* with the Florida Department of State. This Agreement may be amended by the unanimous agreement of the parties at any time prior to the date of filing the *Certificate of Merger of Delphi Strategic Planning, LLC into Delphi Strategic Planning, LLC* with the New York State Department of State and the *Certificate of Merger* with the Florida Department of State.

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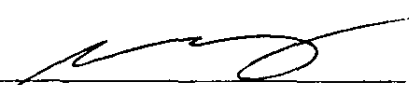
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused this Agreement to be executed on the date first set forth above.

Delphi Strategic Planning, LLC
(a Florida limited liability company)

By: 
Robert J. Theis, Jr.,
Sole Member

Delphi Strategic Planning, LLC
(a New York limited liability company)

By: 
Robert J. Theis, Jr.,
Sole Member

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