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EXAMINER



100241047121

10/25/12--01029--013 \*\*80.00

EFFECTIVE DATE 11/1/2012

FILED  
12 OCT 25 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ESE 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:

JESSE LAROSE

Contact Person

ESE SOLUTIONS LLC

Firm/Company

5872 NW 120TH AVE

Address

CORAL SPRINGS, FL 33076

City, State and Zip Code

JESSELAROSE@ESESOLUTIONS.COM

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

**EFFECTIVE DATE** 11/1/2012

For further information concerning this matter, please call:

JESSE LAROSE

Name of Contact Person

at ( 857 )

5402679

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

FILED  
12 OCT 25 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 11/1/2012

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

**FILED**  
12 OCT 25 AM 8:33  
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> |
|-------------------|---------------------|-------------------------|
| ESE SOLUTIONS LLC | FLORIDA             | LLC                     |
| ESE SOLUTIONS LLC | MASSACHUSETTS       | LLC                     |
|                   |                     |                         |
|                   |                     |                         |

**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> |
|-------------------|---------------------|-------------------------|
| ESE SOLUTIONS LLC | FLORIDA             | LLC                     |

**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:

11/01/2012

**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:

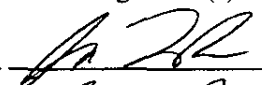
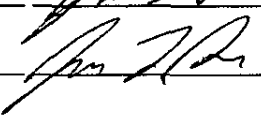
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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: | Signature(s):   | Typed or Printed Name of Individual: |
|------------------------------|---|--------------------------------------|
| ESE SOLUTIONS LLC            |  | JESSE LAROSE                         |
| ESE SOLUTIONS LLC            |  | JESSE LAROSE                         |
| _____                        | _____   | _____                                |
| _____                        | _____   | _____                                |

|                                   |   |
|-----------------------------------|---|
| Corporations:                     | Chairman, Vice Chairman, President or Officer<br>(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  |

**Fees:**

|                                     |         |
|-------------------------------------|---------|
| 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 |

**Certified Copy (optional):** \$30.00

EFFECTIVE DATE 11/1/2012

FILED  
12 OCT 25 AM 8:33  
SECRETARY OF STATE  
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> |
|-------------------|---------------------|-------------------------|
| ESE SOLUTIONS LLC | FLORIDA             | LLC                     |
| ESE SOLUTIONS LLC | MASSACHUSETTS       | LLC                     |
|                   |                     |                         |
|                   |                     |                         |

**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> |
|-------------------|---------------------|-------------------------|
| ESE SOLUTIONS LLC | FLORIDA             | LLC                     |

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

On November 1, 2012 all of the property, contracts, rights, privileges and powers of ESE SOLUTIONS LLC (MA) shall vest in ESE SOLUTIONS LLC (FL) and all debts, liabilities and duties of ESE SOLUTIONS LLC (MA) shall become the debts, liabilities and duties of ESE SOLUTIONS LLC (FL).

*(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:

All interests, shares, obligations or other securities of ESE SOLUTIONS LLC (MA)  
shall be transferred to ESE SOLUTIONS LLC (FL) on November 1, 2012.

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*(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:

All rights to acquire the interests, shares, obligations or other securities of ESE  
SOLUTIONS LLC (MA) shall be transferred to ESE SOLUTIONS LLC (FL) on  
November 1, 2012.

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*(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:

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*(Attach additional sheet if necessary)*

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

The surviving entity ESE SOLUTIONS LLC (FL) shall use the EIN of ESE SOLUTIONS LLC (MA), 270217543, beginning on November 1, 2012.

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*(Attach additional sheet if necessary)*