

12/26/2012 17:04 FAX

Division of Corporations

GUNSTER YOAKLEY

0001/004

Page 1 of 1

L12000147424

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.

((H12000301524 3)))



H120003015243ABCS

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 : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 671-2527

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

Email Address: mstocks@gunsler.com

RECEIVED
12 DEC 27 AM 8:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
RAM Realty Services LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$68.75

12 DEC 27 PM 4:15
71650

*Cross entity
Merger*

Electronic Filing Menu

Corporate Filing Menu

Help

12-27-12

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

The following Certificate of Merger is submitted to merge Peter D. Cummings & Associates, Inc., a Florida corporation, into Ram Realty Services LLC, a Florida limited liability company, in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for the merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Peter D. Cummings & Associates, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ram Realty Services LLC	Florida	Limited Liability Company

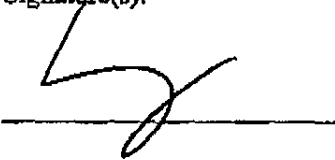
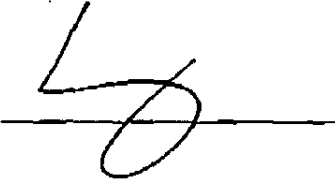
THIRD: The attached plan of merger was approved by the domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The attached plan of merger was approved by the domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

FIFTH: The effective date of the merger is to be the date upon which this Certificate of Merger is filed.

SIXTH: The surviving entity agrees to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

SEVENTH: Signature(s) for each entity:

Name of Entity/Organization:	Signature(s):	Printed Name of Individual:
Peter D. Cummings & Associates, Inc., a Florida corporation		Keith L. Cummings, in his capacity as President and not in his individual capacity
Ram Realty Services LLC, a Florida limited liability company		Keith L. Cummings, in his capacity as Manager and not in his individual capacity

H12000301524 3

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for the merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Peter D. Cummings & Associates, Inc.	Florida	Corporation.

SECOND: The exact name, form/entity type, and jurisdiction of the surviving entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ram Realty Services LLC	Florida	Limited Liability Company

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

- (a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of Peter D. Cummings & Associates, Inc., a Florida corporation (the "Merging Entity"), shall be transferred to and vested in Ram Realty Services LLC, a Florida limited liability company (the "Surviving Entity"), without further act or deed.
- (b) Assumption of Obligations. All obligations of the Merging Entity shall become the obligations of the Surviving Entity.

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:
- (i) Each share of the Merging Entity that is outstanding immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and no consideration shall be issued in respect thereof; and
- (ii) Each limited liability company interest in the Surviving Entity that is outstanding immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a limited liability company interest in the Surviving Entity.
- (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:

12/26/2012 17:05 FAX

GUNSTER YOAKLEY

004/004

H12000301524 3

Upon the effective time and date of the merger, all rights in respect of securities of the Merging Entity shall be canceled. There shall be no change in the rights to acquire securities of the Surviving Entity.