

Division of Corporations

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Florida Department of State  
Division of Corporations  
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TO:

Division of Corporations  
Fax Number : (850) 617-0380

FROM:

Account Name : FLICK LAW GROUP, P.L.L.C.  
Account Number : 12010000021  
Phone : (407) 273-1045  
Fax Number : (407) 273-1058

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

Email Address: jim@jfflicklawyer.com

MERGER OR SHARE EXCHANGE

HAS Holdings & Investments LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$60.00

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DEC 20 2012

T. ROBERTS

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FILED  
2012 DEC 20 PM 2:38  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

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

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>
<u>VAS Holdings, Inc.</u>	<u>Illinois</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
<u>VAS Holdings&amp;Investments LLC</u>	<u>Florida</u>	<u>Limited liability company</u>

**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.

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**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: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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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:
<u>VAS Holdings, Inc</u>	<u>Robert J. Camastro</u>	<u>Robert J. Camastro</u>
<u>VAS Holdings&amp;InvestmentsLLC</u>	<u>Robert J. Camastro</u>	<u>Robert J. Camastro</u>

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

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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**PLAN OF MERGER  
OF  
VASHOLDINGS, INC. AND VASHOLDINGS & INVESTMENTS, LLC**

This Plan of Merger is entered into by and between VAS Holdings, Inc. and VAS Holdings & Investments, LLC on this 17 day of December, 2012.

**RECITALS:**

A. VAS Holdings, Inc. is a corporation organized and existing under the laws of the State of Illinois, with its principal office at 1920 North Thoreau Drive, Suite 116, Schaumburg, Illinois 60173.

B. VAS Holdings, Inc. has a capitalization of 15,000,000 authorized shares of Class A Common, \$.0001 par value stock, of which 10,720,314 shares are issued and outstanding and 30,000,000 authorized shares of Class B Common, \$.0001 par value stock, of which 2,375,500 shares are issued and outstanding.

C. VAS Holdings & Investments LLC is a limited liability company organized and existing under the laws of the State Of Florida with its principal office at 3700 South Conway Road, Suite 100, Orlando, Florida 32812.

D. VAS Holdings, Inc. and VAS Holdings & Investments LLC have each elected to be taxed as an S corporation.

E. The Board of Directors and shareholders of VAS Holdings, Inc. and the Manager and members of VAS Holdings & Investments LLC deem it desirable and in the best business interests of the business entities and their shareholders and members that VAS Holdings, Inc. be merged into VAS Holdings & Investments LLC pursuant to the provisions of Section 11.39 of the Illinois Business Corporation Act and Florida Statutes Section 608.438 in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the parties agree as follows:

**Section 1. Merger.** VAS Holdings, Inc. shall merge with and into VAS Holdings & Investments LLC, which shall be the surviving entity.

**Section 2. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation 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 corporation, without the necessity for any separate transfer. The surviving entity shall

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then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section 3. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into membership interests of the surviving entity is as follows:

(a) Each share of Class A common stock of VAS Holdings, Inc. issued and outstanding on the effective date of the merger shall be converted into a unit of Class A membership interest in VAS Holdings & Investments LLC and each share of Class B common stock of VAS Holdings, Inc. issued and outstanding on the effective date of the merger shall be converted into a unit of Class B membership interest in VAS Holdings & Investments LLC, which membership interests of the surviving entity shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving entity or its duly appointed agent, in the manner that the surviving entity shall legally require. On receipt of the share certificates, the surviving entity shall issue and exchange certificates for membership interests in the surviving entity, representing the percentage of membership interests to which the holder is entitled as provided above.

**Section 4. Existing Equity Awards.** The existing stock option plan and stock appreciation rights plan of VAS Holdings, Inc. are adopted by VAS Holdings & Investments, LLC in their entirety. All stock options and stock appreciation rights outstanding on the effective date of the merger shall be converted into a stock option or stock appreciation right to acquire membership interests in VAS Holdings & Investments LLC under the identical terms and conditions that applied to the acquisition of common stock of VAS Holdings, Inc.

**Section 5. Changes in Articles of Organization.** The Articles of Organization of the surviving entity shall continue to be its Articles of Organization following the effective date of the merger.

**Section 6. Changes in Operating Agreement.** The Operating Agreement of the surviving entity shall continue to be its Operating Agreement following the effective date of the merger.

**Section 7. Managers.** The name and address of each Manager of the surviving entity is: Robert J. Camastro, 3700 South Conway Road, Suite 100, Orlando, Florida 32812.

**Section 8. Prohibited Transactions.** Neither of the parties shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving entities may take all action necessary or appropriate under the laws of the States of Illinois and Florida to consummate this merger.

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**Section 9. Approval by Shareholders and Members.** This plan of merger shall be submitted for the approval of the shareholders of VAS Holdings, Inc. and the members of VAS Holdings & Investments LLC in the manner provided by the applicable laws of the States of Illinois and Florida by meetings or actions by written consent on or before December 31, 2012 or at such other time as to which the board of directors and managers of the parties may agree.

**Section 10. Effective Date of Merger.** The effective date of this merger shall be the date the Articles of Merger are file with the Illinois Secretary of State and Florida Department of State.

**Section 11. Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors of VAS Holdings, Inc. or the managers of VAS Holdings & Investments LLC at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of VAS Holdings, Inc. or the members of VAS Holdings & Investments LLC on or before December 31, 2012; or

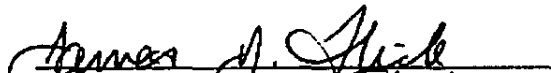
(b) If, in the judgment of the board of directors of VAS Holdings, Inc. or the managers of VAS Holdings & Investments LLC, the merger would be impracticable because of the number of dissenting shareholders or dissenting members asserting appraisal rights under the laws of the State of Florida.

**Section 12. Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers or managers pursuant to the authorization of their respective board of directors or managers on the date first above written.

In the presence of:

VAS Holdings, Inc.

  
print: James J. Flick

  
By: Robert J. Camastro, President

VAS Holdings & Investments LLC

  
print: Brendan Flick

  
By: Robert J. Camastro, Manager

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