

L12000156555

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

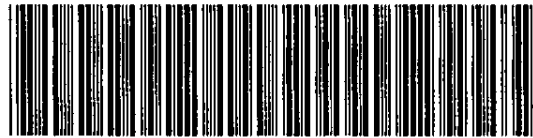
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JAN 29 PM 2:30

Merger

FEB - 1 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RMPI CONSULTING 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:

Sean P. Kelly, Esq.

Contact Person

Kelly & Kelly, LLP

Firm/Company

605 Palm Blvd.

Address

Dunedin, FL 34698

City, State and Zip Code

dbrown@rmpiconsulting.com

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

For further information concerning this matter, please call:

Sean P. Kelly, Esq.

Name of Contact Person

at (727) 733-0468

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF MERGER

**RMPI CONSULTING LLC, A MASSACHUSETTS LIMITED LIABILITY COMPANY,
INTO
RMPI CONSULTING LLC, A FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

ARTICLE 1 **MERGING PARTIES**

The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Document or Identification Number	
RMPI CONSULTING LLC 12 Stetson Street Brookline, MA 02446	Massachusetts	Limited Liability Company	001014512 Commonwealth of Massachusetts	
RMPI CONSULTING LLC 2762 Reserve Court Dunedin, FL 34698	Florida	Limited Liability Company	L12000156555 State of Florida	

ARTICLE 2 **SURVIVING PARTY**

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Florida Document Number	
RMPI CONSULTING LLC 2762 Reserve Court Dunedin, FL 34698	Florida	Limited Liability Company	L12000156555 State of Florida	

ARTICLE 3 **PLAN OF MERGER**

The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes. The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes, and was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, commonwealth, or jurisdiction under which such other business entity is formed, organized, or incorporated.

ARTICLE 4
MERGER IS PERMITTED

The merger is permitted under the laws of the Commonwealth of Massachusetts and under Chapter 608, Florida Statutes, and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

ARTICLE 5
EFFECTIVE DATE

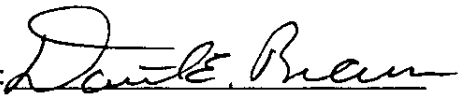
The Effective Date of the merger is the date this Certificate of Merger is filed with the Florida Department of State.

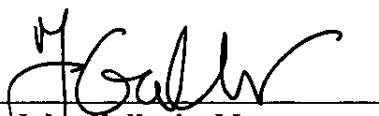
ARTICLE 6
EXECUTION

This Certificate of Merger complies and was executed in accordance with Chapter 608, Florida Statutes.

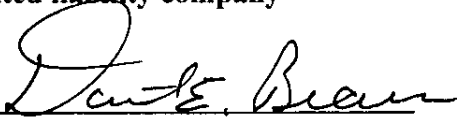
Dated the 1st day of January, 2013.

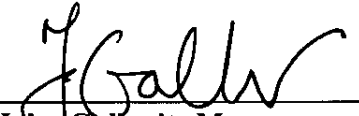
**RMPI CONSULTING LLC, a Massachusetts
limited liability company**

By: 
David Brown, its Manager

By: 
John Gallo, its Manager

**RMPI CONSULTING LLC, a Florida
limited liability company**

By: 
David Brown, its Manager

By: 
John Gallo, its Manager

**PLAN AND AGREEMENT OF MERGER
MERGING
RMPI CONSULTING LLC, A MASSACHUSETTS LIMITED LIABILITY COMPANY,
INTO
RMPI CONSULTING LLC, A FLORIDA LIMITED LIABILITY COMPANY**

THIS PLAN AND AGREEMENT OF MERGER (this "**Plan**") is adopted January 1, 2013, by RMPI CONSULTING LLC, a Massachusetts limited liability company (the "**Merging Company**"), and RMPI CONSULTING LLC, a Florida limited liability company (the "**Survivor**").

BACKGROUND INFORMATION

The Members and Managers of the Merging Company and the Members and Managers of the Survivor deem it advisable to merge RMPI CONSULTING LLC, a Massachusetts limited liability company, into RMPI CONSULTING LLC, a Florida limited liability company, on the terms described in this Plan and in accordance with the laws of the Commonwealth of Massachusetts and the Florida Limited Liability Company Act (the "**Limited Liability Company Act**").

MERGING PARTIES

The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Document or Identification Number	
RMPI CONSULTING LLC 12 Stetson Street Brookline, MA 02446	Massachusetts	Limited Liability Company	001014512 Commonwealth of Massachusetts	
RMPI CONSULTING LLC 2762 Reserve Court Dunedin, FL 34698	Florida	Limited Liability Company	L12000156555 State of Florida	

SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Florida Document Number	
RMPI CONSULTING LLC 2762 Reserve Court Dunedin, FL 34698	Florida	Limited Liability Company	L12000156555 State of Florida	

MANAGEMENT OF SURVIVING PARTY

The names and business addresses of the managers of the Survivor are as follows:

David Brown 2762 Reserve Court, Dunedin, FL 34698

John Gallo 12 Stetson Street, Brookline, MA 02446

OPERATIVE TERMS

1. **Merger.** The Merging Company will be merged into the Survivor. Thus, after the merger, RMPI CONSULTING LLC, a Massachusetts limited liability company, and RMPI CONSULTING LLC, a Florida limited liability company, will consist solely of RMPI CONSULTING LLC, a Florida limited liability company, a single limited liability company. RMPI CONSULTING LLC, a Florida limited liability company, will survive and continue after the merger. The separate existence of RMPI CONSULTING LLC, a Massachusetts limited liability company, will cease on the Effective Date of the Merger. All assets and liabilities of the Merging Company will become automatically, by operation of law, assets and liabilities of the Survivor.

2. **Name of Survivor.** After the merger, the name of the Survivor will remain RMPI CONSULTING LLC.

3. **Articles of Organization.** The Articles of Organization and the Operating Agreement of the Survivor will continue unchanged after the merger.

4. **Effective Date.** The merger will become effective on the date Articles or a Certificate of Merger are filed with the Florida Department of State (the "**Effective Date**").


5. **Conversion of Shares.** Upon the Effective Date, the shares of ownership interest of each shareholder of the Merging Company, together with any rights of such shareholder to acquire interests in the Merging Company, shall be converted into shares of ownership interest in the Survivor, and rights to acquire interests in the Survivor, in the same proportion that such shares and rights in the Merging Company were held among the shareholders on the Effective Date. On the Effective Date, the Members of the Survivor immediately prior to the Effective Date will continue to be all the Members of the Survivor.


6. **Further Assurance of Title.** If at any time the Survivor determines or is advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Survivor any right, title, or interest of the Merging Company held immediately prior to the Effective Date, the Survivor and its proper members or managers may sign and deliver all such acknowledgments or assurances in law, or complete or cause to be completed all things necessary or proper to acknowledge or confirm such right, title or interest in the Survivor as may be necessary to carry out the purposes of this Plan, and the Survivor and its proper members or managers are fully authorized to take any and all such action in the name of the Merging Company or otherwise.

Intending to be bound, the parties sign below:

MERGING COMPANY:

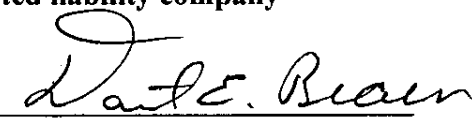
**RMPI CONSULTING LLC, a Massachusetts
limited liability company**

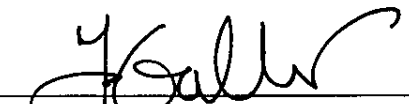
By: 
David Brown, its Manager

By: 
John Gallo, its Manager

SURVIVOR:

**RMPI CONSULTING LLC, a Florida
limited liability company**

By: 
David Brown, its Manager

By: 
John Gallo, its Manager