

01/02/2013 09:28 FAX

GUNSTER YOAKLEY

0003/008

Division of Corporations

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P93000011359

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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H120003053703ABC

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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: atzanetalos@gunster.com

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12 DEC 31 PM 3:23
FLORIDA
SECRETARY OF STATE

**MERGER OR SHARE EXCHANGE
CSSI, LLC**

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Certified Copy	0
Page Count	05
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Electronic Filing Menu

Corporate Filing Menu

Help



December 31, 2012

FLORIDA DEPARTMENT OF STATE

COMPUTER SOLUTIONS & SOFTWARE INTERNATIONAL, INC.
4800 LYONS TECHNOLOGY PARKWAY
SUITE 4
COCONUT CREEK, FL 33073US

SUBJECT: COMPUTER SOLUTIONS & SOFTWARE INTERNATIONAL, INC.
REF: P930D0011359

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please add the document number for CSSI, LLC in the second paragraph as I can not locate the entity on our website. Please change the wording in the sixth paragraph under adoption of plan of merger by the surviving corporation to adoption of the plan of merger by the surviving limited liability company.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H12000305370
Letter Number: 012A00030643

Thanks Annette and Happy New Year!

RECEIVED
13 JAN -2 AM 8:30
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

This will have Monday's date, correct?

*Thanks again,
Melanie Stocks*

01/02/2013 09:29 FAX
12/01/2012 09:19 FAX

GUNSTER YOAKLEY
GUNSTER YOAKLEY

002/008
001

*** TX REPORT ***

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TX/RX NO 3474
RECIPIENT ADDRESS 18506176380
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Division of Corporations

Page 1 of 1

Florida Department of State
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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: stzanefatos@gunster.com

MERGER OR SHARE EXCHANGE
CSSI, LLC

Certificate of Status

0

**STATE OF FLORIDA
ARTICLES OF MERGER**

**COMPUTER SOLUTIONS & SOFTWARE INTERNATIONAL, INC.,
WITH AND INTO
CSSI, LLC**

H120003059703

DEC 31 PM 3:23
FILED
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act (the "Acts"), pursuant to Sections 607.1105 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction for the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Florida Document Number</u>
Computer Solutions & Software International, Inc.	Florida	Corporation	P93000011359

SECOND: The exact name and jurisdiction for the surviving company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Florida Document Number</u>
CSSI, LLC	Florida	LLC	L13000000031

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the later of 11:59 P.M. on December 31, 2012 or the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Plan of Merger by the merging corporation. The attached Plan of Merger meets the requirements of Section 607.1101 of the Florida Statutes and was approved by unanimous written consent of the Board of Directors of the merging corporation on December 28, 2012, and by the unanimous written consent of the Shareholders of the merging corporation, upon recommendation by the Board of Directors, on December 28, 2012, in accordance with Chapter 607 of the Florida Statutes.

SIXTH: Adoption of Plan of Merger by the surviving limited liability company. The attached Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes and was approved by unanimous written consent of the Managers of the surviving limited liability company on December 28, 2012, and by the unanimous written consent of the Members of the surviving limited liability company, upon recommendation by the Managers, on December 28, 2012, in accordance with Chapter 608 of the Florida Statutes.

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GUNSTER YOAKLEY

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SEVENTH: Signatures for each constituent entity:

<u>Name of Constituent Entity</u>	<u>Signature</u>	<u>Name of Individual and Title</u>
Computer Solutions & Software International, Inc.		Stephen A. Bruno, President
CSSI LLC		Stephen A. Bruno, Manager

**PLAN OF MERGER OF
COMPUTER SOLUTIONS & SOFTWARE INTERNATIONAL, INC.,
A FLORIDA CORPORATION
WITH AND INTO
CSSI, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

THIS PLAN OF MERGER (this "Agreement") is dated December 28, 2012, by and among Computer Solutions & Software International, Inc., a Florida corporation ("Old CSSI"), CSSI, LLC, a Florida limited liability company ("New CSSI") and CSSI Holdings, LLC, a Florida limited liability company ("Holdings").

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>
Computer Solutions & Software International, 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>
CSSI, LLC	Florida	LLC

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 Old CSSI (the "Merging Entity"), shall be transferred to and vested in New CSSI (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 shareholder of the Merging Entity holding shares 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, have such shareholder's shares of the Merging Entity converted into membership units in the Surviving Entity's sole member, Holdings; 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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

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.

FIFTH: The name and business address of the manager of the Surviving Entity is as follows:

Stephen A Bruno
21457 Crestfalls Court
Boca Raton, Florida 33428

SIXTH: Article 1 of the Articles of Organization of the Surviving Entity shall be amended upon the Effective Date of the Merger to change the name of the Surviving Entity to be as follows:

COMPUTER SOLUTIONS & SOFTWARE INTERNATIONAL, LLC

SEVENTH: This Agreement may be executed in one or more counterparts and collectively shall constitute one instrument represent the Agreement among the parties hereto. It shall not be necessary that any one counterpart be signed by all of the parties hereto as long as each of the parties has signed at least one counterpart.

EIGHTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be amended or supplemented, as may be determined by the parties hereto to be necessary, desirable or expedient to further the purpose of this Agreement, or to clarify the intention of the parties hereto, or to add to or modify the covenants, terms or conditions hereof or to effect or facilitate any governmental approval or acceptance of the merger or of this Agreement or the recording of this Agreement or the consummation of any of the transactions contemplated hereby. No amendment or supplement to this Agreement shall be effective unless it is in writing and signed by the constituent entities. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns. Nothing in this Agreement, expressed or implied, is intended to confer on any person other than the parties hereto or their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Plan of Merger has been adopted as of the date first stated above.

MERGING ENTITY:

Computer Solutions &
Software International, Inc.

By: 

Stephen A. Bruno, President

SURVIVING ENTITY:

CSSI, LLC

By: 

Stephen A. Bruno, Manager

SURVIVING ENTITY PARENT:

CSSI ASSET HOLDINGS, LLC

BY: 

Stephen A. Bruno, Manager