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Division of Corporations Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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**MERGER OR SHARE EXCHANGE
IHMS LLC**

Certificate of Status	0
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1/6/14



December 27, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

IHMS LLC
1465 S FORT HARRISON AVENUE
SUITE 208
CLEARWATER, FL 33759

SUBJECT: IHMS LLC
REF: L13000025297

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

done
The current name of the entity is as referenced above. Please correct your document accordingly.

done
The date of adoption of the plan of merger for both the surviving and merged entity must be a date PRIOR to the date the merger was submitted to the Department of State.

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

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H13000282845
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Please provide the authority regarding use of a comma for our records. We understood a comma to be a non-distinguishing factor. Thank you.

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
NOTIO WEB DESIGN W.I.H.P. USA, INC.
WITH AND INTO
IHMS LLC**

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NOTIO WEB DESIGN W.I.H.P. USA, INC. 1465 S. Fort Harrison Ave., Ste. 208 Clearwater, FL 33759	Florida	Corporation

Florida Document/
Registration Number: PO8000012875

FEI/EIN Number: 26-1939569

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
IHMS LLC 1465 S. Fort Harrison Ave., Ste. 208 Clearwater, FL 33759	Florida	Limited Liability Company

Florida Document/
Registration Number: L13000025297

FEI/EIN Number: None

THIRD: The attached Plan of Merger meets the requirements of section 608.438 of the Florida Statutes, and was approved by the domestic limited liability company that is a party to the merger in accordance with the provisions of Chapter 608 of the Florida Statutes. The Plan of Merger was adopted by the manager and members of the surviving limited liability company on December 31, 2013.

FOURTH: The attached Plan of Merger meets the requirements of section 607.1109 of the Florida Statutes, and was approved by the corporation that is a party to the merger in accordance with the provisions of Chapter 607 of the Florida Statutes. The Plan of Merger was adopted by the shareholder and directors of the merging corporation on December 31, 2013.

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FIFTH: The merger is permitted under the laws of Florida and is not prohibited by the articles of incorporation or the bylaws of the corporation or by the operating agreement and articles of organization of the limited liability company that are parties to the merger.

SIXTH: The merger shall become effective as of the 31st day of December, 2013.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

Merged Entity:

NOTIO WEB DESIGN W.I.H.P. USA, INC.,
A Florida corporation

By: 

Name: Vincent Ramelli

Title: President

Surviving Entity:

IHMS LLC
A Florida limited liability company

By: 

Name: Steven Rosenberg

Title: Manager

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") adopted effective as of the 31st day of December, 2013, by and between IHMS LLC, a Florida limited liability company ("Surviving Entity") and NOTIO WEB DESIGN W.I.H.P. USA, INC., a Florida corporation ("Merged Entity") (hereinafter individually called "Merging Entity" and together with Surviving Entity called the "Merging Entities").

W I T N E S S E I H:

WHEREAS, the Articles of Organization of Surviving Entity were filed in the office of the Department of State of Florida on February 18, 2013;

WHEREAS, the Articles of Incorporation of Merged Entity were filed in the office of the Department of State of Florida on February 4, 2008;

WHEREAS, the Surviving Entity owns one hundred percent (100%) of the shares of stock issued and outstanding in Merged Entity; and

WHEREAS, all of the members of Surviving Entity and the sole shareholder of Merged Entity have authorized the merger of Merged Entity into Surviving Entity pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law.

NOW, THEREFORE, the merger of Merged Entity into Surviving Entity shall be accomplished as follows:

ARTICLE I Merger

Effective upon the filing of the Certificate of Merger accomplishing the merger described herein (the "Effective Date"), Merged Entity shall be merged into Surviving Entity and Surviving Entity shall merge Merged Entity into itself.

ARTICLE II Name and Jurisdiction of Surviving Corporation and Merged Corporation

The name of the surviving entity shall be IHMS LLC and its jurisdiction of organization is Florida.

ARTICLE III Conversion of Interests

(a) Upon the Effective Date, each membership interest in Surviving Entity outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding and unchanged.

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(b) Any and all stock in the Merged Entity, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be cancelled and extinguished and shall cease to exist, and shall not be converted into membership interests of the Surviving Entity. As soon as practical after the Effective Date of the merger, the sole shareholder of Merged Entity shall tender its stock certificate to Surviving Entity for cancellation.

(c) There are no rights to acquire shares in Merged Entity or membership interests in Surviving Entity.

ARTICLE IV
Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing articles of organization and operating agreement of Surviving Entity shall remain in effect and unchanged as a result of this merger.

(b) Surviving Entity shall pay all expenses incident to this merger.

(c) Upon the Effective Date, the separate existence of Merged Entity shall cease, and Merged Entity shall be merged into Surviving Entity, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Entity shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Entity. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Entity shall be vested in Surviving Entity, and the title to any real estate, whether by deed or otherwise, vested in Merged Entity shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Entity shall be preserved unimpaired; and all debts, liabilities and duties of Merged Entity shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Entity.

(d) Following the merger, Surviving Entity shall cause a copy of the Certificate of Merger, or such other documents as the officers of Surviving Entity shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Entity is situated.

(e) If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merged Entity, the proper officers, directors or shareholders of Merged Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan.

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ARTICLE V
Approval of Merger and Manager

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by the shareholder and directors of Merged Entity pursuant to Chapter 607 of the Florida Statutes, and the directors of Merged Entity has been authorized and directed to execute and submit same in accordance with Section 607.1108 of the Florida Statutes.

(b) This Plan has been duly adopted and approved by the members and manager of Surviving Entity pursuant to Chapter 608 of the Florida Statutes, and the manager of Surviving Entity has been authorized and directed to execute and submit same in accordance with Section 608.438 of the Florida Statutes.

(c) The name and address of the manager of Surviving Entity is:

Steeven Rosenberg 1465 S. Fort Harrison Ave., Ste. 208
Clearwater, Florida 33759

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The parties have caused this Plan to be duly executed as of the day and year first above-written.

Merged Entity:

NOTIO WEB DESIGN W.I.H.P. USA, INC.,
A Florida corporation

By:

IHMS LLC, sole shareholder

By: 

Name: Steeven Rosenberg

Title: Manager

Address: 1465 S. Fort Harrison Ave., Ste. 208
Clearwater, FL 33759

Surviving Entity:

IHMS LLC
A Florida limited liability company

By: 

Name: Steeven Rosenberg

Title: Manager

Address: 1465 S. Fort Harrison Ave., Ste. 208
Clearwater, FL 33759

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