

1430000068528

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.

(((H13000118689 3)))



H130001186893ABC4

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 : VCORP SERVICES, LLC
Account Number : I20080000067
Phone : (845) 425-0077
Fax Number : (845) 818-3588

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

Email Address:

FILED
2013 MAY 29 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

13 MAY 29 AM 9:03

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
RUSSELL STERN LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$50.00

5/30/13

FILED

2013 MAY 29 AM 10:23

70
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE OF MERGER
OF****RUSSELL STERN LLC**
(a Delaware limited liability company)**WITH AND INTO
RUSSELL STERN LLC****(a Florida limited liability company)**

(Under Section 608.4382 of the Florida Statutes)

FIRST: The name of each constituent entity is as follows:

- (A) RUSSELL STERN LLC, a Delaware limited liability company, the merged entity; and
- (B) RUSSELL STERN LLC, a Florida limited liability company, the surviving entity.

SECOND: The name of the surviving entity is RUSSELL STERN LLC, a Florida limited liability company.**THIRD:** The date of filing of the Certificate of Formation for the merged entity, RUSSELL STERN LLC, a Delaware limited liability company, was January 25, 1999. RUSSELL STERN LLC, the surviving entity, was organized under the laws of the State of Florida. The date of filing of the Articles of Organization for RUSSELL STERN LLC, a Florida limited liability company, was May 9, 2013.**FOURTH:** The Plan of Merger is attached hereto and made a part hereof. The Plan of Merger was approved by the surviving entity, RUSSELL STERN LLC, a Florida limited liability company in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes. The Plan of Merger was approved by the merging entity, RUSSELL STERN LLC, a Delaware limited liability company in accordance with the applicable laws of the State of Delaware.**IN WITNESS WHEREOF,** the undersigned have executed this Certificate of Merger this 29th day of May, 2013.RUSSELL STERN LLC,
the merged companyBy: 
Russell N. Stern, ManagerRUSSELL STERN LLC,
the surviving companyBy: 
Russell N. Stern, Manager

PLAN OF MERGER**OF****RUSSELL STERN LLC (DE)****WITH AND INTO****RUSSELL STERN LLC (FL)**

FIRST: (a) The exact name, entity type and jurisdiction of each merging party/constituent company is as follows:

RUSSELL STERN LLC, a Delaware limited liability company ("RNS LLC (DE)").

RUSSELL STERN LLC, a Florida limited liability company ("RNS LLC (FL)").

(b) The name of the surviving company is **RUSSELL STERN LLC**, a Florida limited liability company, and following the merger its name shall continue to be **RUSSELL STERN LLC**.

SECOND: As to each constituent limited liability company, the number of outstanding units of Membership Interest and the voting rights thereof are as follows:

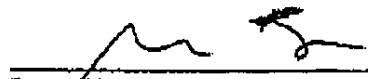
<u>Company</u>	<u>Number of Units of Membership Interest outstanding</u>
RNS LLC (DE)	100 Voting Units of Membership Interest
RNS LLC (FL)	100 Voting Units of Membership Interest

THIRD: The terms and conditions of the merger including the manner and basis of converting the Membership Interests of the constituent companies into Membership Interests of the surviving limited liability company are as follows:

- (a) Each unit of Membership Interest of RNS LLC (FL), the surviving company, which shall be issued and outstanding on the effective date of this agreement, shall remain issued and outstanding.
- (b) Each unit of Membership Interest of RNS LLC (DE), the merging company, shall be exchanged for one (1) unit of Membership Interest of RNS LLC (FL), the surviving company.
- (c) The Articles of Organization of RNS LLC (FL) shall be the Articles of Organization of the surviving company.
- (d) The Limited Liability Company Operating Agreement of RNS LLC (FL) shall be the Operating Agreement for the surviving company.
- (e) The Manager(s) and the officers of the surviving company shall continue in office until their successors shall have been elected and qualified.
- (f) The merger shall become effective upon filing of a Certificate of Merger with the Florida Department of State.
- (g) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of RNS LLC (DE), the merged company, shall be transferred to, vested in and devolve upon RNS LLC (FL), the surviving company, without further act or deed and all property, rights, and every other interest of RNS LLC (FL), the merged company, and RNS LLC (FL), the surviving company shall be as effectively the property of RNS LLC (FL), the surviving company, as they were of RNS LLC (DE), the merged company, and RNS LLC (FL), the surviving company, respectively.

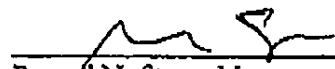
CERTIFICATIONS

I, RUSSELL N. STERN, Manager of RUSSELL STERN LLC, a Delaware limited liability company, hereby certify under penalties of perjury that the within Plan of Merger was duly submitted and approved by a Joint Action by Unanimous Written Consent of the Sole Manager and Sole Member dated May 22, 2013.



Russell N. Stern, Manager
Dated the 22 day of May, 2013

I, RUSSELL N. STERN, Manager of RUSSELL STERN LLC, a Florida limited liability company, hereby certify under penalties of perjury that the within Plan of Merger was duly submitted and approved by a Joint Action by Unanimous Written Consent of the Sole Manager and Sole Member dated May 22, 2013.



Russell N. Stern, Manager
Dated the 22 day of May, 2013