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MERGER OR SHARE EXCHANGE
X-NTH, INC.

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April 4, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

X-NTH, INC.
2601 WESTHALL LANE
MAITLAND, FL 32751

SUBJECT: X-NTH, INC.
REF: L39264

RESUBMIT

Please give original
submission date for file date.

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.

THE DOCUMENT STATES THAT THE MERGER WAS ADOPTED IN ACCORDANCE WITH 607.1104. THIS IS THE STATUTE THAT GOVERNS SUBSIDIARY MERGERS. IT IS IMPORTANT TO STATE WHO THE PARENT IS AND WHO THE SUB IS. ALSO THE PERCENTAGE OF OWNERSHIP MAKES A DIFFERENCE. ADOPTION OF THE SUB MIGHT BE NEEDED. ALSO, THE FILING FEE SUBMITTED IS ODD. ARTICLES OF MERGER HAVE A FILING FEE OF \$35.00 PER CORPORATION AND \$8.45 FOR A CERTIFIED COPY. THIS WOULD MAKE A TOTAL OF \$78.75.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson
Document Specialist Supervisor

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ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATION

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name, jurisdiction, and document number of the parent corporation, which shall be the surviving corporation, owning 100% of the outstanding shares of the subsidiary corporation are as follows:

Name of Entity	Jurisdiction	Document Number
X-nth, Inc.	Florida	L39264

SECOND: The name, jurisdiction, and document number of the subsidiary corporation, which shall be the merging corporation, are as follows:

Name of Entity	Jurisdiction	Document Number
Ground Floor Engineering, Inc.	Florida	P04000010974

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the board of directors of the parent corporation on April 1, 2011, and in accordance with Section 607.1104 of the Florida Statutes, approval was not required by the shareholders of the parent corporation, the board of directors of the subsidiary corporation, or the shareholders of the subsidiary corporation.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute these Articles of Merger on April 1, 2011.

GROUND FLOOR ENGINEERING, INC.

By: [Signature]
Name: David Kleiman
Title: Secretary

X-NTH, INC.

By: [Signature]
Name: David Kleiman
Title: Secretary

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TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF MERGER

GROUND FLOOR ENGINEERING, INC.,
a Florida corporation

with and into

X-NTH, INC.,
a Florida corporation

This Plan of Merger (this "Plan") is entered into by Ground Floor Engineering, Inc., a Florida corporation ("GFE"), and X-nth, Inc., a Florida corporation ("X-nth"), on April 1, 2011. GFE and X-nth are hereinafter collectively called the "Merging Entities."

WITNESSETH:

WHEREAS, X-nth owns 100% of the outstanding shares of GFE, and the Merging Entities desire to merge, following which X-nth shall be the surviving entity (the "Merger");

WHEREAS, Section 607.1104 of the Florida Statutes permits the merger of the Merging Entities in the manner provided in this Plan; and

WHEREAS, the board of directors of X-nth deems the consummation of the Merger in the manner contemplated herein advisable, and accordingly has adopted and approved this Plan and has authorized the execution hereof by appropriate corporate action.

NOW, THEREFORE, for and in consideration of the promises and of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

FIRST: *Parent Corporation.* The name and jurisdiction of the parent corporation are as follows:

Name of Entity	Jurisdiction
X-nth, Inc.	Florida

SECOND: *Subsidiary Corporation.* The name and jurisdiction of the subsidiary corporation are as follows:

Name of Entity	Jurisdiction
Ground Floor Engineering, Inc.	Florida

THIRD: *Terms and Conditions.* X-nth and GFE agree that GFE shall be merged into X-nth, as a single corporation, upon the terms and conditions of this Plan, and that X-nth shall continue under the laws of the State of Florida as the surviving corporation, and they further agree as follows:

1. From and after the date on which the Articles of Merger are filed with the Florida Department of State (the "Effective Date"), and until further amended, altered, or restated as provided by law, the Articles of Incorporation of X-nth separate and apart from this Plan shall be and may be separately certified as the Articles of Incorporation of X-nth.

2. The Bylaws of X-nth in effect on the Effective Date shall be the Bylaws of the X-nth until it shall be altered, amended, or replaced or until new Bylaws are adopted as provided therein.
3. The officers and Board of Directors of X-nth shall be the officers and Board of Directors of X-nth on the Effective Date.
4. Upon the Effective Date:
 - a. GFE merges into X-nth, and the separate existence of GFE ceases;
 - b. The title to all real estate and other property, or any interest therein, owned GFE is vested in X-nth without reversion or impairment;
 - c. X-nth shall thenceforth be responsible and liable for all the liabilities and obligations of GFE;
 - d. Any claim existing or action or proceeding pending by or against GFE may be continued as if the Merger did not occur or X-nth may be substituted in the proceeding for GFE;
 - e. Neither the rights of creditors nor any liens upon the property of GFE shall be impaired by the Merger;

FOURTH: *Conversion of Shares.* The manner and basis of converting the shares of the Merging Entities are as follows:

1. Immediately upon the Effective Date, by virtue of the Merger and without any further action on the part of the Merging Entities, each issued and outstanding share of common stock of GFE immediately prior to the Effective Date shall be cancelled and extinguished and cease to exist.
2. At the Effective Date, by virtue of the Merger and without any further action on the part of X-nth, each issued and outstanding share of common stock of X-nth immediately prior to the Effective Date shall remain issued and outstanding.

FIFTH: *The Articles of Incorporation of X-nth.* No changes shall occur to the Articles of Incorporation of X-nth.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute these Articles of Merger on April 1, 2011:

GROUND FLOOR ENGINEERING, INC.

By: David Kleiman
Name: David Kleiman
Title: Secretary

X-NTH, INC.

By: David Kleiman
Name: David Kleiman
Title: Secretary