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Meryn

FILED
13 FEB -7 -AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 8 2013
T. ROBERTS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 3, 2013

PATRICIA C. MERINGER
THE MERINGER LAW FIRM, P.L.
P O BOX 3049
SARASOTA, FL 34260-3049

SUBJECT: SYNTHASYS LLC
Ref. Number: M05000005794

We have received your document for SYNTHASYS LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

The mentioned attachments were not enclosed.

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

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

Tina Roberts
Regulatory Specialist II

Letter Number: 713A00000065

RECEIVED
13 FEB -7 AM 7:37
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED WRONG SURVIVOR SHOULD HAVE BEEN A FLORIDA
LIMITED COMPANY NOT A FOREIGN ONE.

The Meringer Law Firm, P.L.

Patricia C. Meringer
MeringerLawFL@gmail.com
941-587-5255 • 888-502-5150(fax)
P.O. Box 3049, Sarasota, FL 34230-3049



February 1, 2013

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

RE: Merger of Synthasys, LLC (a Delaware LLC) with and into Synthasys, LLC (a Florida LLC)

Dear Sir or Madam:

I have enclosed for filing the original Certificate of Merger relating to the merger of Synthasys, LLC, a Delaware limited liability company, with and into Synthasys, LLC, a Florida limited liability company, which you returned to me, along with a copy of the Agreement and Plan of Merger, which you requested in your correspondence dated January 3.

Thank you for your assistance. If you have any further issues in this regard, please contact me at your convenience at the address or telephone number listed above.

Very truly yours,

Patricia C. Meringer
Patricia C. Meringer

CERTIFICATE OF MERGER

FOR

FLORIDA LIMITED LIABILITY COMPANY

FILED
13 FEB -7 AM 10:39
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with §608.4382 of the Florida Revised Statutes.

First: The exact name, entity type and jurisdiction of the merging entity is : Synthasys, LLC, a Delaware Limited Liability Company.

Second: The exact name, entity type and jurisdiction of the surviving entity is : Synthasys, LLC, a Florida Limited Liability Company.

Third: The attached Agreement and Plan of Merger was approved and executed by the surviving the limited liability company in accordance with the applicable provisions of Chapter 608 of the Florida statutes.

Fourth: The attached Agreement and Plan of Merger was approved and executed by the merging limited liability company in accordance with the applicable provisions of Delaware law.

Fifth: The Effective Date of the merger shall be August 31, 2012, which is not prior to nor more than 90 days after the date this Certificate of Merger is filed by the Florida Department of State.

IN WITNESS WHEREOF, the parties to the Merger have caused this certificate to be signed by their respective authorized officer(s), this 31 day of October, 2012.

SYNTHASYS, LLC, a Delaware limited liability company

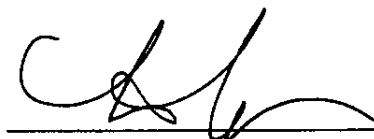
BY:



Michael Harb, Member

SYNTHASYS, LLC, a Florida limited liability company

BY:



Michael Harb, Member

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
SYNTHASYS, LLC,
A DELAWARE LIMITED LIABILITY COMPANY
AND
SYNTHATSYS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

THIS PLAN OF MERGER ("Agreement") is entered into as of August 31, 2012, by and between Synthasys, LLC, a Delaware limited liability company (the "Disappearing Company"), located at One Commerce Center, 1201 Orange Street, Suite 600, Wilmington, DE 19899, and Synthasys, LLC, a Florida limited liability company (the "Surviving Company"), located at 8126 Lakewood Main Street, Suite 202, Lakewood Ranch, FL 34202 (collectively the "Companies"). This Plan of Merger was adopted and approved by each party to the merger in accordance with Delaware Revised Statutes §92A.150 and Florida Statutes §608.4381. The Plan of Merger is being submitted in accordance with Delaware Revised Statutes §92A.100 and Florida Statutes §608.438.

RECITALS

- A. The Disappearing Company has issued 100% of its membership interests and has two members, each of whom owns 50% of its membership interests.
- B. The Surviving Company has issued 100% of its membership interests and has two members, each of whom owns 50% of its membership interests.
- C. The Members of the Disappearing Company and the Members of the Surviving Company deem it advisable that the Disappearing Company be merged into the Surviving Company, under and pursuant to the provisions of this Plan of Merger ("Plan") and in accordance with the applicable statutes of the States of Delaware and Florida ("Merger").

NOW, THEREFORE, in consideration of the premises and the covenants herein contained, the Companies hereby agree, pursuant to the applicable laws of the State of Delaware and the State of Florida, that the Disappearing Company shall be, and it hereby is, as of the Effective Date of the Merger, merged into the Surviving Company; and, that the terms and conditions of the Merger and the mode of carrying the same into effect are, and shall be as follows:

1. **Recitals.** The foregoing Recitals are hereby ratified and confirmed, are true, correct and complete and are hereby incorporated herein.
2. **Merger; Effectiveness.** The name of the Surviving Company shall be Synthasys, LLC, a Florida limited liability company, and shall be governed by the laws of the State of Florida. The purposes, powers and objects, existence, privileges, and immunities of the Surviving Company are expanded in the Articles of Organization of the Surviving Company (as filed with the Secretary of State of Florida), from and after the Effective Date of the Merger; and, the existence, property, assets, rights, privileges, powers, and immunities of the Disappearing Company shall be merged with and into the Surviving Company and the Surviving Company shall be fully vested therewith. As of the Effective Date of the Merger, the separate existence of the Disappearing Company, except insofar as it may be continued by statute, shall cease, pursuant to the laws of the State of Delaware.

3. **Articles of Organization.** From and after the Effective Date of the Merger, the Articles of Organization of the Surviving Company shall be the Articles of Organization as filed with the Secretary of State of Florida, until further amended as provided by the laws of the State of Florida.

4. **Management.** The Surviving Company shall be a member-managed limited liability company in accordance with Florida law. The names, addresses and percentage ownership interests of the members are as follows:

<u>Name</u>	<u>Percentage Ownership</u>
Joseph Di Bartolomeo	50%
Michael Harb	50%

5. **Distribution to Members of the Disappearing Company.** The manner and basis of making distributions to the Members of the Disappearing Company, and the extinguishment or substitution for their membership interests, as the case may be, shall be as follows:

The Members of the Disappearing Company shall surrender all of their membership interests in the Disappearing Company to the Surviving Company prior to the Effective Date of the Merger. Upon surrender to the Surviving Company of all of the membership interests in the Disappearing Company, membership interests in the Disappearing Company shall be cancelled and membership interests in the Surviving Company shall be issued in exchange for such cancelled interests. Subsequent to the Effective Date of the Merger, the Members will continue as the only Members of the Surviving Company and shall each own 50% of the membership interests of the Surviving Company.

6. **Satisfaction of Rights of Disappearing Company Members.** All membership interests in the Surviving Company, into which membership interests in the Disappearing Company shall have been or would have been converted and become exchangeable for under this Agreement, shall be deemed to have been paid in full satisfaction of such converted membership interests.

7. **Effect of Merger.**

a. On the Effective Date of the Merger, the Surviving Company shall possess all of the rights, privileges, immunities, and powers (whether of a public or a private nature), and be subject to all of the obligations, restrictions, and duties of the Disappearing Company. In addition, on the Effective Date, all property of whatever nature of the Disappearing Company and all debts due the Disappearing Company shall be vested in the Surviving Company. On and after the Effective Date, all property, rights, privileges, immunities and powers, and all other interests, shall be the property of the Surviving Company as they were of the Disappearing Company; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Company shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Company shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Company. The Surviving Company may record a certified copy of the Certificate of Merger in any county in which the Disappearing Company holds an interest in real property.

b. If, at any time after the Effective Date of the Merger, the Surviving Company shall determine in its sole discretion that any further conveyances, agreements, documents or any other things are necessary or desirable to vest, perfect, confirm or record in the Surviving Company the title to any property, rights, privileges, or powers of the Disappearing Company or otherwise carry out the intent of this Agreement, the Members of the Disappearing Company shall execute and deliver, upon the Surviving Company's request, any and all proper conveyances, agreements, or documents, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, and powers in the Surviving Company, and otherwise to carry out the intent of this Agreement.

8. **Filing with the Delaware and Florida Secretaries of State.** The Disappearing Company and the Surviving Company shall cause their respective Members, President or other duly designated officer(s) to execute a Certificate of Merger in form acceptable for filing in their respective states of organization, and upon the execution of this Agreement, this Agreement shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth in such Certificate of Merger and shall become an exhibit to such Certificate of Merger. Thereafter, such Certificate of Merger shall be delivered for filing by the Surviving Company to the Delaware Secretary of State and the Florida Secretary of State. In accordance with Delaware Revised Statutes §92A.240 and Florida Statutes §608.4382(1)(f), the Certificate of Merger shall be deemed to be effective on the Effective Date of the Merger.

9. **Termination; Abandonment.** Notwithstanding any provision of this Agreement to the contrary, this Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger by mutual consent of the Members of the Disappearing Company and the Members of the Surviving Company. In the event this Agreement is terminated and the Merger abandoned, this Agreement and the Merger shall become void and of no effect, without any liability on the part of either of the Companies or their respective Officers, Managers or Members.

10. **Amendment and Waiver.** Either Company, may, at any time prior to the Effective Date of the Merger, by appropriate action taken and duly authorized in accordance with applicable law, waive any of the terms or conditions of this Agreement or agree to an amendment or modification of this Agreement by an agreement, in writing, executed in the same manner (but not necessarily by the same persons) as this Agreement.

11. **Counterparts.** For the convenience of the parties and to facilitate any required filing, this Agreement may be executed in one or more counterparts (including by means of facsimile signature pages), each of which shall be deemed an original but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, each Constituent Company has caused this Agreement to be executed by its appropriate duly authorized officer as of the date set forth above.

DISAPPEARING COMPANY:

SYNTHASYS, LLC, a Delaware limited liability company

BY:


Michael Harb, Member

SURVIVING COMPANY:

SYNTHASYS, LLC, a Florida limited liability company

BY:


Michael Harb, Member