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(Requestor's Name)

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(City/State/Zip/Phone #)

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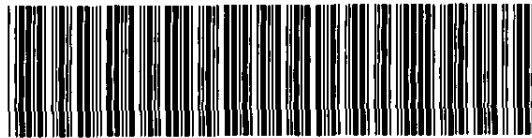
(Business Entity Name)

(Document Number)

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RECEIVED
11 APR 27 PM 4:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 4/30/2011

FILED
11 APR 27 PM 3:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

APR 28 2011

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 757622 4306525

AUTHORIZATION :

COST LIMIT : \$ 500.00

ORDER DATE : April 27, 2011

ORDER TIME : 12:44 PM

ORDER NO. : 757622-015

CUSTOMER NO: 4306525

EFFECTIVE DATE 4/30/2011

FILED
SECRETARY OF CORPORATIONS
11 APR 27 PM 3:55

ARTICLES OF MERGER

NIA/KORNREICH OF MIAMI, LLC

INTO

THE NIA GROUP, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 4/30/2011

CERTIFICATE OF MERGER

OF

NIA/KORNREICH OF MIAMI, LLC

WITH AND INTO

THE NIA GROUP, LLC

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

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
NIA/Kornreich of Miami, LLC	Florida	Limited Liability Company
The NIA Group, LLC	New Jersey	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The NIA Group, LLC	New Jersey	Limited Liability Company

THIRD: The attached Agreement and Plan of Merger (the "Plan of Merger") was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: The effective date of the merger is April 30, 2011.

SIXTH: The surviving party of the merger shall be The NIA Group, LLC, a New Jersey limited liability company (the "Survivor"), and the Survivor's principal office address in its home state, country or jurisdiction is as follows:

The NIA Group, LLC
66 Route 17 North,
Suite 100
Paramus, New Jersey 07652

SEVENTH: The Survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, Florida Statutes.

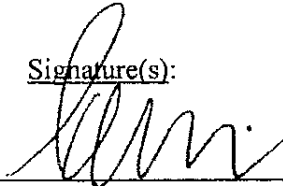
EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

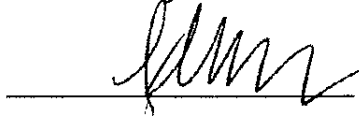
Typed or Printed
Name of Individual:

NIA/Kornreich of Miami, LLC



Paul Gross

The NIA Group, LLC



Paul Gross

Executed as of April 27, 2011.

NIA/Kornreich of Miami, LLC

By: _____

Name: Paul Gross

Title: Chairman

The NIA Group, LLC

By: _____

Name: Paul Gross

Title: Chairman

-Signature Page to Certificate of Merger (FL)-

PLAN OF MERGER
(Attached)

**AGREEMENT AND PLAN OF MERGER
OF
NIA GROUP ASSOCIATES LLC
TOWER CONSULTING SERVICES, LLC
USC ADMINISTRATORS LLC
THE NIA/UIA GROUP, LLC
NIA/UIA GROUP II, LLC
NIA/KORNREICH OF MIAMI, LLC
NIA/MV GROUP, LLC
AND
NIA/GUASTELLA GROUP, LLC
WITH AND INTO
THE NIA GROUP, LLC**

This AGREEMENT AND PLAN OF MERGER, is made as of April 27, 2011 (the "Agreement"), by and among NIA Group Associates LLC, a New Jersey limited liability company ("Associates"), Tower Consulting Services, LLC, a New Jersey limited liability company ("Tower"), USC Administrators LLC, a New Jersey limited liability company ("USC"), The NIA/UIA Group, LLC, a Connecticut limited liability company ("NIA/UIA"), NIA/UIA Group II, LLC, a Connecticut limited liability company ("NIA/UIA II"), NIA/Kornreich of Miami, LLC, a Florida limited liability company ("NIA/Kornreich"), NIA/MV Group, LLC, a New York limited liability company ("NIA/MV"), NIA/Guastella Group, LLC, a New York limited liability company ("NIA/Guastella") (each of the foregoing a "Subsidiary Company" and collectively, the "Subsidiary Companies"), and The NIA Group, LLC, a New Jersey limited liability company ("NIA Group" or the "Surviving Company").

WHEREAS, the respective boards of directors of the Surviving Company and each of the Subsidiary Companies has determined that the merger of the Subsidiary Companies with and into the Surviving Company upon the terms and provisions of, and subject to the conditions set forth in, this Agreement (the "Merger") is advisable and in the best interests of the Surviving Company, each Subsidiary Company and all of their respective members, and such boards of directors have approved this Agreement and the Merger and declared the advisability of this Agreement and the Merger.

NOW, THEREFORE, in consideration of the foregoing and the covenants and agreements herein contained, and for other good and valuable consideration the sufficiency of which is hereby acknowledged, the Surviving Company and each Subsidiary Company hereby agrees as follows:

1. It being agreed and acknowledged that NIA Group, Associates, Tower and USC are limited liability companies formed and existing under the laws of the State of New Jersey, NIA/UIA and NIA/UIA II are limited liability companies formed and existing under the laws of the State of Connecticut, NIA/MV and NIA/Guastella are limited liability companies formed and existing under the laws of the State of New York and NIA/Kornreich is a limited liability company formed and existing under the laws of the State of Florida; the Surviving Company and the Subsidiary Companies hereby merge all of the Subsidiary Companies into the Surviving Company pursuant to the applicable provisions of the New Jersey Limited Liability Company Act (the "New Jersey Act"), the New York Limited Liability Company Law (the "New York Act"), the Connecticut Limited Liability Company Act (the "Connecticut Act") and the Florida Limited Liability Company Act (the

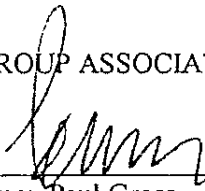
"Florida Act"), with the NIA Group being the sole surviving entity of such merger.

2. The separate existence of each of the Subsidiary Companies shall cease upon the effective date of the merger pursuant to the applicable provisions of the New Jersey Act, the New York Act, the Connecticut Act and the Florida Act; and the Surviving Company shall continue its existence as the Surviving Company pursuant to the provisions of the laws of the jurisdiction of its formation.
3. The Surviving Company shall continue its existence under its current name "The NIA Group, LLC" pursuant to the applicable provisions of the New Jersey Act.
4. The outstanding limited liability company membership interests, obligations or other securities of the Subsidiary Companies, together with any rights to acquire such interests, obligations or other securities, are all beneficially owned by the Surviving Company and shall not be converted in any manner, but instead each said interest, obligation or right outstanding as of the effective date of the merger shall be surrendered and extinguished. Each limited liability company membership interest of the Surviving Company issued and outstanding immediately prior to the effective date of the merger shall not be changed and shall continue as an issued and outstanding limited liability company membership interests of the Surviving Company.
5. The Certificate of Formation and limited liability company operating agreement of the Surviving Company as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of New Jersey Act.
6. The officers and directors of the Surviving Company upon the effective date of the merger shall continue to be the officers and directors of the Surviving Company and the address of the Surviving Company shall remain: The NIA Group, LLC, 66 Route 17 North, Suite 100, Paramus, New Jersey 07652 until changed in the manner prescribed by the applicable provisions of New Jersey Act.
7. The Board of Directors and the proper officers of the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.
8. This Agreement and Plan of Merger may be executed in one or more counterparts, including facsimile or pdf counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.
9. The effective date of the merger shall be April 30, 2011.

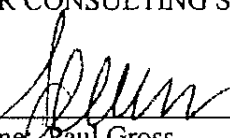
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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of this 27th day of April, 2011.


NIA GROUP ASSOCIATES LLC

By: 
Name: Paul Gross
Title: Chairman

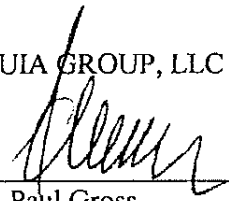
TOWER CONSULTING SERVICES, LLC

By: 
Name: Paul Gross
Title: Chairman

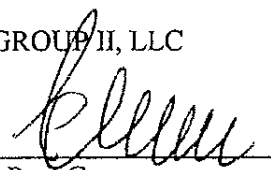
USC ADMINISTRATORS LLC

By: 
Name: Paul Gross
Title: Chairman

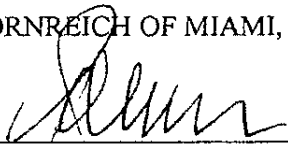
THE NIA/UIA GROUP, LLC

By: 
Name: Paul Gross
Title: Chairman

NIA/UIA GROUP II, LLC

By: 
Name: Paul Gross
Title: Chairman

NIA/KORNREICH OF MIAMI, LLC

By: 
Name: Paul Gross
Title: Chairman

- Signature Page to Agreement and Plan of Merger-

NIA/MV GROUP, LLC

By: _____

Name: Paul Gross
Title: Chairman

NIA/GUASTELLA GROUP, LLC

By: _____

Name: Paul Gross
Title: Chairman

THE NIA GROUP, LLC

By: _____

Name: Paul Gross
Title: Chairman

- Signature Page to Agreement and Plan of Merger-