

m51771

Florida Department of State
Division of Corporations
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((H12000301936 3)))

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12-31-12



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To:

Division of Corporations
Fax Number : (850) 617-6380

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Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE
G & T CONVEYOR COMPANY, INC.

M51771

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

*90.00 originally submitted
12/27/12
backdated
2/21/13*

Electronic Filing Menu

Corporate Filing Menu

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: G&T Conveyor Company, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Lin Wys

Contact Person

G&T Conveyor Company, Inc.

Firm/Company

476 Southridge Industrial Dr.

Address

Tavares, FL 32778

City, State and Zip Code

Lin.Wyss@fivestaraa.com

E-mail address; (to be used for future annual report notification)

For further information concerning this matter, please call:

Lin Wys

at

(352) 742-3782

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
12-31-12

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Certificate of Merger
For
Florida Limited Liability Company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) 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>
G&T Conveyor Company, Inc.	Florida	Corporation
Star Systems, LLC	Connecticut	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>
G&T Conveyor Company, Inc.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, 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: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

11:59 pm on December 31, 2012

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, 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, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

G&T Conveyor Company, Inc.

Star Systems, LLC

(Signature)

Typed or Printed

Name of Individual:

Paul Shaffer, Chief Financial Officer

Paul Shaffer, Authorized Representative

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

<u>Rees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER
OF
STAR SYSTEMS, LLC,
a Connecticut limited liability company,
AND
G&T CONVEYOR COMPANY, INC.
a Florida corporation

THIS PLAN OF MERGER made and entered into on December 26, 2012, by and between Star Systems, LLC, a Connecticut limited liability company ("Star"), and G&T Conveyor Company, Inc., a Florida corporation ("G&T").

WHEREAS, G&T is the sole member of Star and has declared it advisable and to the advantage, welfare, and best interests of Star to merge Star with and into G&T, with G&T as the surviving corporation (the "Surviving Corporation"), pursuant to applicable provisions of the Connecticut Limited Liability Company Act ("CT LLC Act") and the Florida Business Corporation Act ("FL Corp Act"), the CT LLC Act and FL Corp Act may, as applicable, each be referred to herein as the "Act", and may be collectively referred to herein as the "Acts") and upon the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of G&T has declared it advisable and to the advantage, welfare, and best interests of G&T and its shareholders to merge Star with and into G&T pursuant to applicable provisions of the Acts and upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth in this Plan of Merger, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

ARTICLE I
PARTIES TO MERGER; SURVIVING ENTITY

1.1 The Parties. The exact name, entity type, and jurisdiction of each merging party is as follows:

Name	Jurisdiction	Entity Type
G&T Conveyor Company, Inc.	Florida	Corporation
Star Systems, LLC	Connecticut	Limited liability company

1.2 The Surviving Entity. The exact name, entity type, and jurisdiction of the surviving party is as follows:

Name	Jurisdiction	Entity Type
G&T Conveyor Company, Inc.	Florida	Corporation

ARTICLE II TERMS OF MERGER

2.1 Description of the Merger. Star and G&T shall, pursuant to the provisions of the Acts, be merged with and into a single corporation, to wit, the Surviving Corporation (the "Merger"), which shall be the surviving corporation from and after Effective Time (as defined in Article III).

2.2 Manner and Basis of Converting Interests. The manner and basis of converting the interests of Star into the shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire the interests of Star into rights to the shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property is as follows: As of the Effective Time, by virtue of the Merger and without any action on the part of any shareholder of G&T or any member of Star, inasmuch as G&T is both the sole member of Star and the Surviving Corporation, all of the outstanding interests of Star and the rights to acquire interest of Star shall automatically be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

2.3 Certificate of Incorporation: The present Certificate of Incorporation, as amended (the "Certificate of Incorporation") of G&T in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation at the Effective Time without any amendment thereto.

2.4 Bylaws. The present by-laws of G&T in effect immediately prior to the Effective Time shall be the by-laws of the Surviving Corporation at the Effective Time without any amendment thereto.

2.5 Directors and Officers. The directors and officers of G&T as the same are in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation at the Effective Time, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

2.6 Shareholders. Each shareholder of G&T whose shares are outstanding immediately prior to the Effective Time will at the Effective Time hold the same number of shares of the Surviving Corporation, with the identical designations, preferences, limitations and relative rights thereof. Each stock certificate of G&T evidencing ownership of any capital stock of G&T shall evidence, from and after the Effective Time, ownership of such shares of the Surviving Corporation.

ARTICLE III EFFECTIVENESS OF MERGER

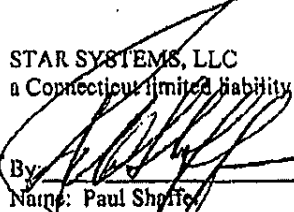
3.1 Effective Time. The Merger shall become effective at 11:59 pm on December 31, 2012 (the "Effective Time").

ARTICLE IV MISCELLANEOUS

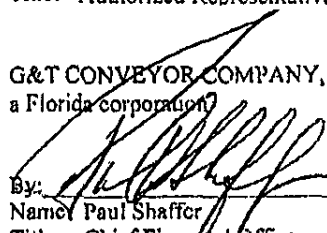
4.1 Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, this and Plan of Merger is hereby certified, executed and acknowledged upon behalf of each of the constituent entities parties thereto as of the date first written above.

STAR SYSTEMS, LLC
a Connecticut limited liability company

By: 
Name: Paul Shaffer
Title: Authorized Representative

G&T CONVEYOR COMPANY, INC.
a Florida corporation

By: 
Name: Paul Shaffer
Title: Chief Financial Officer