

# M98000000368

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## MERGER OR SHARE EXCHANGE

VERITEXT/FLORIDA REPORTING COMPANY, L.L.C.

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>PEGGY ANN COOK &amp; ASSOCIATES, INC.</u> <u>19 West Flagler Street, Suite 1020</u> <u>Miami, FL 33130</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>564278</u>		FEI Number: <u>591793991</u>
2. <u>H. ALLEN BENOWITZ AND ASSOCIATES, INC.</u> <u>19 West Flagler Street, Suite 1020</u> <u>Miami, FL 33130</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>418254</u>		FEI Number: <u>591431197</u>
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

*(Attach additional sheet(s) if necessary)*

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VERITEXT/FLORIDA REPORTING COMPANY, L.L.C.	Florida	limited liability company

Florida Document/Registration Number: 1192000000368 FEI Number: 522094893

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

(Attach additional sheet(s) if necessary)

**AGREEMENT AND PLAN OF MERGER**

*2004* THIS AGREEMENT AND PLAN OF MERGER (this "Plan"), dated as of the day of December, 2004, is entered into between H. ALLEN BENOWITZ AND ASSOCIATES, INC., a Florida corporation ("Benowitz"), PEGGY ANN COOK & ASSOCIATES, INC., a Florida corporation ("Cook") and VERITEXT/FLORIDA REPORTING COMPANY, L.L.C., a Delaware limited liability company ("Veritext/Florida") (each individually a "Constituent Entity" and collectively the "Constituent Entities").

**WITNESSETH:**

WHEREAS, the Sole Director of Benowitz and the Sole Director of Cook and the Sole Manager of Veritext/Florida have each approved the merger of Benowitz and Cook with and into Veritext/Florida (the "Merger") in accordance with the applicable provisions of the Florida Business Corporation Act, as amended ("FLBCA") and the Delaware Limited Liability Company, as amended ("LLC Act"), pursuant to which Merger all outstanding shares of common stock of Benowitz and all outstanding shares of common stock of Cook, will be canceled, with the result and effect that the corporate existence of Benowitz and the corporate existence of Cook each will terminate;

WHEREAS, the authorized capital stock of Benowitz consists of Five Hundred (500) shares of common stock, having a par value of One Dollar (\$1.00) per share ("Benowitz Stock"), of which Five Hundred (500) shares of common stock are issued and outstanding; and

WHEREAS, the authorized capital stock of Cook consists of Fifty (50) shares of common stock, having a par value of Ten Dollars (\$10.00) per share ("Cook Stock"), of which Forty-Five and Five One Hundredths (45.5) shares of common stock are issued and outstanding; and

WHEREAS, this Plan and the Merger and the other transactions contemplated hereby have been approved by: (1) the Sole Stockholder of Benowitz, in accordance with the applicable provisions of the FLBCA; (2) the Sole Stockholder of Cook, in accordance with the applicable provisions of the FLBCA; and (3) the Sole Manager of Veritext/Florida, in accordance with the applicable provisions of the LLC Act

NOW THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto, intending to be legally bound, hereby agree as follows:

1. **Merger.** Benowitz and Cook each shall be merged with and into Veritext/Florida (the "Merger"), in accordance with the applicable sections of the FLBCA and the LLC Act. Veritext/Florida will be the surviving company in the Merger (the "Surviving Company"), and will continue its separate existence as a Delaware limited liability company. Appropriate documents necessary to effectuate the Merger shall be filed as soon as possible with

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the Office of the Secretary of State of the State of Florida and the Office of Secretary of State of the State of Delaware.

2. Effective Date. This Plan and the Merger shall be effective on the date of the filing of the Certificate of Merger with the Office of the Secretary of State of the State of Delaware and the filing of the Articles of Merger with the Office of the Secretary of State of the State of Florida (the "Effective Date").

3. Certificate of Formation and Operating Agreement. On the Effective Date, (i) the Certificate of Formation of the Surviving Company shall be as set forth at Exhibit A attached hereto and (ii) the Operating Agreement of Veritext/Florida, if any, in effect as of the Effective Date shall be the operating agreement of the Surviving Company.

4. Management of the Surviving Company. The Surviving Company shall be managed by the Sole Manager or its Board of Managers. The name of the Sole Manager of Veritext/Florida is Michael F. Sandler, having a business address of 25-B Vreeland Road, Suite 301, Florham Park, New Jersey 07932.

5. Effect of Merger. The Merger shall have the effects specified in Sections 607.1106 of the FLBCA and Section 18-209(g) of the LLC Act.

6. Conversion of Shares.

(a) Benowitz. The Sole Stockholder of Benowitz is the Sole Member of the Surviving Company. Thus, at the Effective Time, by virtue of the Merger and without any further action on the part of either of the Constituent Entities, the Sole Stockholder of Benowitz, the Sole Stockholder of Cook or the Sole Manager of Veritext/Florida, all issued and outstanding Benowitz Stock and Cook Stock shall not be converted into any interest in Veritext/Florida, including limited liability company interests, but instead shall be canceled and extinguished. Any limited liability company interest of Veritext/Florida existing immediately prior to the Effective Time shall remain unchanged.

(b) Cook. The Sole Stockholder of Cook is the Sole Member of the Surviving Company. Thus, at the Effective Time, by virtue of the Merger and without any further action on the part of either of the Constituent Entities, the Sole Stockholder of Cook, the Sole Stockholder of Cook or the Sole Manager of Veritext/Florida, all issued and outstanding Cook Stock and Cook Stock shall not be converted into any interest in Veritext/Florida, including limited liability company interests, but instead shall be canceled and extinguished. Any limited liability company interest of Veritext/Florida existing immediately prior to the Effective Time shall remain unchanged.

7. Amendment, Termination and Abandonment. The Merger and this Plan may be terminated or abandoned at any time prior to the Effective Date, whether before or after approval of this Plan, by actions of the Sole Stockholder of Benowitz, the Sole Stockholder of Cook and the Sole Manager Veritext/Florida. The terms and conditions of this Plan may be amended by the Sole Director and the Sole Manager of the Constituent Entities without any further action or consent by the Sole Stockholder of Benowitz and of Cook and Sole Member of

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Veritext/Florida at any time prior to the Effective Time.

8. Miscellaneous.

(a) Assignment and Binding Effect. Neither Constituent Entity may assign its rights or obligations under this Plan without the prior written consent of the other parties hereto. The respective rights and obligations under this Plan shall be binding upon and inure to the benefit of each of the Constituent Entities, and their respective successors and assigns.

(b) Governing Law. This Plan shall be governed as to its validity, interpretation and effect by the laws of the State of Delaware without regard to principles of conflicts of laws.

(c) Captions. All captions and headings used herein are for convenient reference only and do not form part of this Plan.

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IN WITNESS WHEREOF, the undersigned have caused this Plan to be duly executed and delivered by an authorized officer as of the date and year first above written.

H. ALLEN BENOWITZ AND ASSOCIATES, INC.,  
a Florida corporation

By: Michael F. Sandler  
Michael F. Sandler, President

PEGGY ANN COOK & ASSOCIATES, INC.,  
a Florida corporation

By: Michael F. Sandler  
Michael F. Sandler, President

VERITEXT/FLORIDA REPORTING COMPANY,  
L.L.C., a Florida limited liability company

By: Michael F. Sandler  
Michael F. Sandler, President

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**EXHIBIT A**

**CERTIFICATE OF FORMATION  
OF  
VERITEXT/FLORIDA REPORTING COMPANY, L.L.C.**

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF  
"VERITEXT/FLORIDA REPORTING COMPANY, L.L.C.", FILED IN THIS  
OFFICE ON THE THIRTEENTH DAY OF APRIL, A.D. 1998, AT 12:30  
O'CLOCK P.M.

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*Edward J. Freel*

*Edward J. Freel, Secretary of State*

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AUTHENTICATION:

9023139

DATE:

04-13-98

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STATE OF DELAWARE  
CERTIFICATE OF FORMATION  
OF

VERITEXT/FLORIDA REPORTING COMPANY, L.L.C.

**FIRST:** The name of the limited liability company is VeriText/Florida Reporting Company, L.L.C. (the "Company").

**SECOND:** The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, Wilmington, DE 19801, County of New Castle. The name of the Company's registered agent at such address is The Corporation Trust Company.

**THIRD:** The latest date on which the Company is to dissolve is January 1, 2025.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 1st day of April, 1998.

Muhaf Sarah  
Name:  
Authorized Person