



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 24, 2000

CHRISTINE LILLICH
CSC

SUBJECT: CATALYST FINANCIAL, LLC
Ref. Number: M99000000008

RESUBMIT
Please give original
submission date as file date.

We have received your document for CATALYST FINANCIAL, LLC and the authorization to debit your account in the amount of \$90.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

In the plan of merger the manager is listed but, we also need the address for the manager.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 200A00003123

00 JAN 24 10 06 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JAN 24 PM 4:38
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 24, 2000

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Tammi Cline
Document Specialist

Letter Number: 200A00003123

RECEIVED
00 JAN 24 PM 1:46
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED
00 JAN 21 PM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 21, 2000

CSC
ATTN: CHRISTINE LILICH

SUBJECT: CATALYST FINANCIAL, LLC
Ref. Number: M99000000008

We have received your document for CATALYST FINANCIAL, LLC and the authorization to debit your account in the amount of \$90.00. However, the document has not been filed and is being returned for the following:

The document must contain the address for the manager/member of the limited liability company.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 800A00002980

00 JAN 21 PM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

CATALYST FINANCIAL CORP., A Florida Corporation, P96000029525

. INTO

CATALYST FINANCIAL, LLC, a New York entity, M990000000008

File date: January 21, 2000

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Account charged: 90.00

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. Catalyst Financial Corp. 900 Third Avenue, Suite 201 New York, NY 10022	Florida	corporation
Florida Document/Registration Number: P96000029525		FEI Number: 65-0666191
2. Catalyst Financial, LLC 900 Third Avenue, Suite 201 New York, NY 10022	New York	Limited Liability Company
Florida Document/Registration Number: M990000000008		FEI Number: 13-4035538
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

00 JAN 21 PM 5:01
SECRETARY'S OFFICE
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NOTED
AND
FILED

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>
Catalyst Financial, LLC 900 Third Avenue, Suite 201 New York, NY 10022	New York	Limited Liability Company

Florida Document/Registration Number: M990000000008 FEI Number: 13-4035538

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.

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STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>

Catalyst Financial Corp. Steven N. Bronson
900 Third Avenue, Suite 201
New York, NY 10022

Catalyst Financial, LLC Steven N. Bronson
900 Third Avenue, Suite 201
New York, NY 10022

(Attach additional sheet(s) if necessary)

This is manager managed and the manager is Steven N. Bronson whose address is:
900 Third Avenue, Suite 201, New York, New York 10022.

AGREEMENT AND PLAN OF MERGER

of

CATALYST FINANCIAL CORP. 090000029525

and

CATALYST FINANCIAL, LLC 090000000008

AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of January 1, 2000, by and between CATALYST FINANCIAL CORP., a Florida corporation ("CATALYST") and CATALYST FINANCIAL, LLC, a New York limited liability company (the "LLC" or the "Surviving Entity").

WHEREAS, CATALYST is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the LLC is a limited liability company duly organized and existing under the laws of the State of New York; and

WHEREAS, Steven N. Bronson owns 100% of the outstanding membership interests in the LLC and deems it desirable and in the best interests of the LLC and its members that CATALYST be merged with and into the LLC on the terms and conditions hereinafter set forth and in accordance with Article 10 of the Limited Liability Company Law of the State of New York (CATALYST and the LLC hereinafter sometimes referred to collectively as the "Constituent Entities"); and

WHEREAS, Steven N. Bronson owns all of the issued and outstanding shares of common stock of CATALYST and deems it desirable and in the best interests of CATALYST and its shareholders that CATALYST be merged with and into the LLC on the terms and conditions hereinafter set forth and in accordance with Article 10 of the Limited Liability Company Law of the State of New York.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and provisions hereinafter set forth, the parties agree that CATALYST shall be merged with and into the LLC, and that the terms and conditions of such merger, the mode of carrying the same into effect and the manner and basis of converting common stock of CATALYST into the LLC Membership Interests shall be as follows:

1. The Merger.

At the Effective Date (as defined in Section 4 below), CATALYST and the LLC

APPROVED
FILED
00 JAN 21 PM 3:07
CLERK OF THE COURT
JUDICIAL DEPARTMENT

shall be merged into a single limited liability company on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the laws of the State of New York by CATALYST merging with and into the LLC (the "Merger") and the LLC shall be the Surviving Entity and shall be governed by the laws of the State of New York. The separate existence of CATALYST shall cease at the Effective Date. The existence of the LLC shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities and powers, and subject to all duties and liabilities of a limited liability company organized under the laws of the State of New York.

2. Effects of Merger.

At and after the Effective Date, as a result of the Merger,

- a. Steven N. Bronson shall continue to own 100% of the aggregate outstanding Percentage Interests (as defined in the LLC's Operating Agreement) in the LLC;
- b. The Surviving Entity shall, consistent with its operating agreement, possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Entities;
- c. All the property, real and personal, causes of action and every other right and asset of each of the Constituent Entities shall vest in the Surviving Entity without further act or deed; and
- d. The Surviving Entity shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Entities; no liability or obligation due or to become due or any claim or demand for any cause existing against any Constituent Entity, or any manager or member thereof, shall be released or impaired by the Merger; no action or proceeding, whether civil or criminal, then pending by or against any Constituent Entity, or any shareholder, officer or director thereof, shall abate or be discontinued by the Merger, but any such action or proceeding may be enforced, prosecuted, settled or compromised as if the Merger had not occurred, or the Surviving Entity may be substituted in such action or proceeding in place of any Constituent Entity.

3. Operating Agreement; Managers.

- a. At the Effective Date, the operating agreement dated as of the 1st day of December, 1998 of the LLC, as amended (the "Operating Agreement"), shall be

the Operating Agreement of the Surviving Entity until the same shall be amended and changed in accordance with the terms of such Operating Agreement or applicable law.

b. At the Effective Date, Steven N. Bronson shall be the Manager of the Surviving Entity. Such Manager shall continue from the Effective Date to serve as Manager until his successors shall be elected and qualified, unless theretofore removed in accordance with the Operating Agreement of the Surviving Entity or applicable law. The address for Steven N. Bronson is 900 Third Avenue, Suite 201, New York, New York 10022.

4. Effective Date of the Merger.

Promptly following execution of this Agreement, the Constituent Entities shall file or cause to be filed a Certificate of Merger pursuant to Section 1003 of the Limited Liability Company Law of the State of New York and shall thereafter take or cause to be taken any further action which may be necessary or appropriate to effectuate the Merger. The date when the Certificate of Merger is accepted for filing by the Department of State of the State of New York is referred to in this Agreement as the "Effective Date."

5. Amendment.

Any of the provisions of this Agreement may be modified at any time by an agreement in writing approved by each of the Constituent Entities and executed in the same manner as this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed, all as of the day and year first above written.

CATALYST FINANCIAL CORP.

By: _____

Steven N. Bronson, President

CATALYST FINANCIAL, LLC

By: _____

Steven N. Bronson, Managing Member

00 JAN 21 01:07
SECRETARY OF STATE
BILLY M. ROBERTS
FILED

APPROVED
AND
FILED