

P00000042323

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

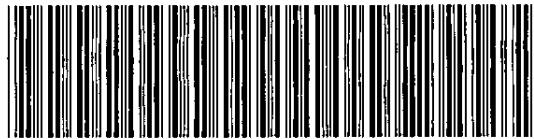
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000280482620

RECEIVED
DEPT. OF REVENUE
15 DEC 30 AM 11:30
SUFFOLK COUNTY
18 ACKNOWLEDGE
SUFFICIENCY OF FILING

Merger

FILED
15 DEC 30 PM 1:52
SECRETARY OF STATE
HALLAM, ALABAMA

JAN 08 2016

D CONNELL

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 921946 7545934

AUTHORIZATION :



COST LIMIT : \$85,000

ORDER DATE : December 21, 2015

ORDER TIME : 10:15 AM

ORDER NO. : 921946-025

CUSTOMER NO: 7545934

ARTICLES OF MERGER

LAS RENTALS, LLC

INTO

ORLIN, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender -- EXT. 62956

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2015

CSC
ATTN: MELISSA ZENDER

SUBJECT: ORLIN, INC.
Ref. Number: P00000042323

RESUBMIT
Please give original
submission date as file date.

We have received your document for ORLIN, INC. and the authorization to debit your account in the amount of \$85.00. However, the document has not been filed and is being returned for the following:

Section (SECOND) of the Articles of Merger has the corporation ORLIN, INC. listed as a LLC under FORM/ENTITY TYPE. Please change this to INC. The "Exhibit A" mentioned in the Agreement & Plan of Merger must be attached.

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.

Darlene Connell
Regulatory Specialist III

Letter Number: 915A00027242

RECEIVED
DEPARTMENT OF STATE
16 JAN -5 PM 4:29

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
LAS Rentals, LLC	Florida	LLC
PCR Venture LLC	Delaware	LLC

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>
Orlin, Inc.	Florida	Inc.

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED
15 DEC 30 PM 1:52
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

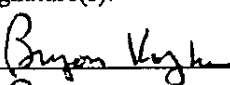
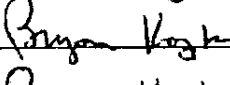
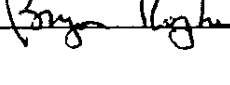
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

December 30, 2015

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
LAS Rentals, LLC		Bryon L. Koepke, Secretary
PCR Venture LLC		Bryon L. Koepke, Secretary
Orlin, Inc.		Bryon L. Koepke, Secretary

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 an authorized person

Fees:	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	Certified Copy (optional):	\$30.00

**AGREEMENT AND PLAN OF MERGER
OF
LAS RENTALS, LLC
AND
PCR VENTURE LLC
WITH AND INTO
ORLIN, INC.**

AGREEMENT AND PLAN OF MERGER entered into on December 22, 2015 by Atlin, Inc., a Florida corporation, Orlin, Inc., a Florida corporation ("Orlin"), and Payless Car Rental, Inc., a Nevada corporation (the "Members"), and LAS Rentals, LLC, a Florida limited liability company, and PCR Venture LLC, a Delaware limited liability company, (the "Companies") and approved by resolutions adopted by the Members and Companies' Boards of Managers on December 22, 2015 in accordance with the respective limited liability company operating agreements of the parties.

WHEREAS, the Florida Business Corporation Act (the "Act") permits the merger of foreign and domestic limited liability companies with and into a Florida limited liability company; and

WHEREAS, the Boards of Directors of the Members and the Boards of Managers of the Companies declare it advisable and to the advantage, welfare, and best interests of the Companies to merge with and into Orlin pursuant to the provisions of the Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the Members and the Companies, the Agreement and Plan of Merger (the "Merger Agreement") and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Merger Agreement.

1. The Companies shall, pursuant to the provisions of the Act, be merged with and into Orlin, which shall be the surviving corporation from and after the effective time of the Merger, and which is sometimes hereinafter referred to as the "surviving corporation", pursuant to the provisions of the Act. The separate existence of the Companies, which are sometimes hereinafter referred to as the "terminating limited liability companies," shall cease at said effective time in accordance with the provisions of the Act.

2. Annexed hereto and made a part hereof as Exhibit A is a copy of the current Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Florida of the Merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Act.

3. The present Bylaws of the surviving corporation will be the Bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.

4. The members of the Board of Directors and officers of the surviving corporation at the effective time of the Merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their director positions and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

5. Each issued share of membership interest of the terminating limited liability companies shall, at the effective time of the Merger, be cancelled. The issued common stock of the surviving corporation shall not be converted or exchanged in any manner, but each said share of common stock which is issued as of the effective date of the Merger shall continue to represent one issued share of common stock of the surviving corporation.

6. The terminating limited liability companies and the surviving corporation shall cause to be executed and filed and recorded any document or documents prescribed by the Act, and they will cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the Merger herein provided for.

7. The Boards of Managers and the proper officers of the terminating limited liability companies and the Board of Directors and proper officers of the Corporation are hereby authorized, empowered, and directed to perform any and all acts, and to make, execute, deliver, file, and record any and all instruments and documents which shall be necessary, proper, or convenient to carry out or put into effect any of the provisions of this Merger Agreement or of the Merger herein provided for.

8. The Merger Agreement is on file at the principal place of business of the surviving corporation at 6 Sylvan Way, Parsippany, New Jersey, 07054, and a copy will be furnished by the surviving corporation, on request and without cost, to any member of the constituent parties

9. The effective time of this Merger Agreement, and the time at which the Merger herein agreed upon shall become effective in the State of Florida, is December 30, 2015.

10. Notwithstanding the full approval and adoption of this Merger Agreement, the said Merger Agreement may be terminated at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Merger Agreement is hereby executed upon behalf of each of the constituent parties thereto.

Dated: December 21, 2015

ATLIN, INC.

By: Bryon L. Koepke
Bryon L. Koepke
Secretary

LAS RENTALS, LLC

By: Bryon L. Koepke
Bryon L. Koepke
Secretary

ORLIN, INC.

By: Bryon L. Koepke
Bryon L. Koepke
Secretary

PCR VENTURE LLC

By: Bryon L. Koepke
Bryon L. Koepke
Secretary

EXHIBIT A

**ARTICLES OF INCORPORATION
OF
ORLIN, INC.**

FILED
00 APR 26 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Orlin, Inc. and its principal office is at 2350-N 34th Street North, St. Petersburg, Florida 33713

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to engage in the business of acquiring and operating compatible businesses and to perform any services or business incidental thereto. Further, the purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one thousand, all of which shall be common shares with no par value

ARTICLE FIVE

The corporation will not commence business until the issuance of certificate of incorporation, and it has received for the issuance of shares consideration of the value of \$1000.00 consisting of money, labor done, or property actually received.

ARTICLE SIX

The street address of the initial registered office is 2350-N 34th Street, Suite 110, St. Petersburg, Florida 33713, and the name of the initial registered agent at such address is Linster Brinkley, Jr., Esq.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the names and addresses of the person or persons who are to serve as directors

until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Feng-Liang (Fred) Lin, 2976 Elysium Way, Clearwater, Florida 34619

ARTICLE EIGHT

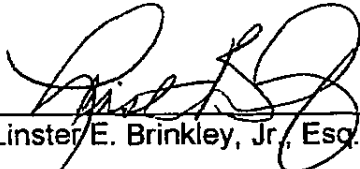
The Board of Directors is empowered to make, alter, or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of the incorporator is Linster Brinkley, Jr., Esq., 2350-N 34th Street North, Suite 110, St. Petersburg, FL 33713.

ARTICLE TEN

The powers of the incorporator cease upon filing the Articles of Incorporation.

Signed by: 
Linster E. Brinkley, Jr., Esq., Incorporator

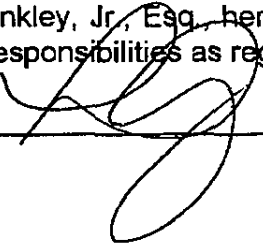
Date: 4/13/00

Sworn to and subscribed before me this 13th day of April, 2000.


Notary Public



I, Linster Brinkley, Jr., Esq., hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said corporation.

Signed by:  Date: 4/13/00