



PO00000080961

ACCOUNT NO. : 072100000032

REFERENCE : 534599 4302267

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 60.00

ORDER DATE : December 26, 2001

ORDER TIME : 9:53 AM

ORDER NO. : 534599-015

CUSTOMER NO: 4302267

900004740989-2

CUSTOMER: Rita Dattola, Esq
Spitzer & Feldman P.c.
405 Park Avenue

New York, NY 10022-4405

ARTICLES OF MERGER

EMPIRE BUSINESS SOLUTIONS,
INC.

INTO

EMPIRE BUSINESS SOLUTIONS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS: *JB*
1-2102

RECEIVED
01 DEC 27 AM 10:31
DIVISION OF CORPORATION

62 JAN 30 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTED
AND
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

EMPIRE BUSINESS SOLUTIONS, INC., A FLORIDA ENTITY P00000080961

INTO

EMPIRE BUSINESS SOLUTIONS, LLC, entity not qualified in Florida.

File date: January 30, 2002

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 60.00

APPROVED
AND
FILED
02/01/02 11:11:03
- 54 -
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 27, 2001

CSC
JEANINE REYNOLDS

SUBJECT: EMPIRE BUSINESS SOLUTIONS, INC.
Ref. Number: P00000080961

We have received your document for EMPIRE BUSINESS SOLUTIONS, INC. and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2001 annual report/uniform business report. The entity must be reinstated before this document can be filed.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 101A00067311

02 JAN 02 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FL 32314

APPROVED
AND
FILED

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:

Name and Street Address

Jurisdiction

Entity Type

1. Empire Business Solutions, Inc.

Florida

Corporation

4727 Transit Road, Unit 11

Lancaster, NY 14043

Florida Document/Registration Number: PD00000080961

FEI Number: _____

2. _____

Florida Document/Registration Number: _____

FEI Number: _____

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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>
Empire Business Solutions LLC	Delaware	Limited Liability Company
4727 Transit Road, Unit 11		
Lancaster, New York 14143		

Florida Document/Registration Number: Not available FEI Number: Not yet available

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.

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Empire Business Solutions, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Empire Business Solutions LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

1. Empire Business Solutions LLC ("LLC"), the surviving party, is a wholly owned subsidiary of Empire Business Solutions, Inc. ("CORP")
2. CORP and LLC shall, pursuant to the provisions of the Florida Corporations Law ("FCL") and the Delaware Limited Liability Company Act ("DLLCA"), be merged with and into a single limited liability company, to wit, the LLC, which shall be the surviving limited liability company from and after the effective date of the merger, and which is sometimes hereinafter referred to as the "surviving LLC", and which shall continue to exist as said surviving LLC under its present name pursuant to the provisions of the DLLCA. The separate existence of CORP which is sometimes hereinafter referred to as the "disappearing corporation", shall cease at said effective date in accordance with the provisions of the FCL.
3. The Certificate of Formation of the surviving LLC upon the effective date of the merger in the State of Delaware shall be the Certificate of Formation of said surviving LLC and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DLLCA.

(see Rider A for additional text)

(Attach additional sheet(s) if necessary)

RIDER A
TO PLAN OF MERGER
FOR EMPIRE BUSINESS SOLUTIONS LLC

4. The limited liability company agreement of the surviving LLC upon the effective date of the merger in the State of Delaware shall be the limited liability company agreement of said surviving LLC and shall continue in full force and effect until an amended and restated limited liability company agreement is adopted or the limited liability company agreement is otherwise changed, altered or amended as therein provided and in the manner prescribed by the provisions of the DLLCA.

5. In order to effect the merger of CORP with and into the LLC, the CORP shall cause a Certificate of Merger to be filed with the Department of State of Delaware and Articles of Merger and a Plan of Merger to be filed with the Department of State of Florida.

Nicholas Scylizza
Jacqui Augliuzzo

02 JAN 30 AM 11:08
SECRETARY OF STATE
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

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AND
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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each issued share of CORP shall, upon the complete effective date of the merger, be canceled without consideration. Each shareholder of CORP shall become a member of the surviving LLC and shall own interests in the surviving LLC in the same proportion as such members owned shares in CORP.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

(Attach additional sheet(s) if necessary)

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02 JAN 30 AM 11:08
CLERK OF STATE
TALLAHASSEE, FLORIDA

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Nicholas Gugliuzza
527 Meadow Drive
West Seneca, NY 14227

Lori Gugliuzza
527 Meadow Drive
West Seneca, NY 14227

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

CORP and the surviving LLC have entered into an Agreement of Merger as required by Delaware Law. The executed Agreement of Merger between CORP and the surviving LLC is on file at a place of business of the aforesaid surviving LLC, the address of which is as follows: 4727 Transit Road, Unit 11, Lancaster, New York 14043.

A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving LLC, on request, and without cost, to any member of the aforesaid surviving LLC or any person holding an interest in CORP.

EIGHTH: Other provisions, if any, relating to the merger: -

None

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CORPORATE SERVICES
FILED

(Attach additional sheet(s) if necessary)