

PO3000076834

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Document Number)

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SECRETARY OF STATE  
FALLMARE, NEW HAMPSHIRE

2005 FEB -1 A 11:28

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effective date

# RUBINSTEIN & ASSOCIATES, P. A.

Attorneys and Counselors At Law

1428 BRICKELL AVENUE  
PENTHOUSE  
MIAMI, FLORIDA 33131-3491

<http://rubinsteinassociates.lawoffice.com/home.htm>

**Jeffrey Rubinstein**

TELEPHONE: 305.374.5500  
TOLL FREE: 866.374.5107

FACSIMILE: 305.371.8100  
TOLL FREE: 866.374.2264

JEFFREY@RUBINSTEINASSOCIATES.COM

February 4, 2005

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee FL 32314-6327

Re: Recording of Articles of Merger

Dear Department of State Clerk:

Please record the enclosed Articles of Merger.

Also enclosed is our check #2676 in the amount of \$60.00 made payable to the Florida Department of State, as well as a self addressed stamped envelope for your use in returning the recorded Articles of Merger to me.

If you have any questions, please don't hesitate to call.

Sincerely,

**RUBINSTEIN & ASSOCIATES, P. A.**

Attorneys and Counselors At Law

By: 

Jeffrey Rubinstein

C:\Documents and Settings\Rubinstein\My Documents\Rubinstein & Associates\Office Administration\City National Bank\Letter to DoS re Articles of Merger.wpd

RECEIVED  
FEB 7 11:28 AM  
FEB 7 11:28 AM  
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# RUBINSTEIN & ASSOCIATES, P. A.

A PROFESSIONAL ASSOCIATION

Attorneys and Counselors At Law

<http://rubinsteinassociates.lawoffice.com/home.htm>

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MIAMI, FLORIDA 33131-3491

**Jeffrey Rubinstein**

[Jeffrey@RubinsteinAssociates.com](mailto:Jeffrey@RubinsteinAssociates.com)

TELEPHONE: 305.374.5500  
TOLL FREE: 866.374.5107

FACSIMILE: 305.371.8100  
TOLL FREE: 866.374.2264

February 22, 2005

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Jeffrey Rubinstein, PA  
FEIN #20-1522762  
Your Document # P03000076834

Dear Secretary of State:

In regards to the above referenced matter, Jeffrey Rubinstein, P.A. has changed its name to Rubinstein & Associates, P.A., as evidenced in the attached copies recently filed with your office.

We hereby request that you now accept the enclosed Articles of Merger for Filing, with Rubinstein & Associates, P.A. as the survivor.

We previously enclosed checks totaling \$60.00 made payable to the Secretary of State, which was not returned to us. Therefore, we assume that the filing fee for these Articles of Merger as paid in full. Enclosed is a self addressed stamped envelope for your use in returning the date stamped copy to me.

If you have any questions, please don't hesitate to call.

Sincerely,

**RUBINSTEIN & ASSOCIATES, P. A.**

Attorneys and Counselors At Law

By:

Jeffrey Rubinstein

RECEIVED  
05 FEB 25 AM 11:00  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 11, 2005

JEFFREY RUBINSTEIN  
RUBINSTEIN & ASSOCIATES, P.A.  
1428 BRICKELL AVENUE, PENTHOUSE  
MIAMI, FL 33131-3491

SUBJECT: JEFFREY RUBINSTEIN, P.A.  
Ref. Number: P03000076834

We have received your document for JEFFREY RUBINSTEIN, P.A. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You state that the surviving corportion is Rubinstein & Associates, P.A. and you list a document number of P03000076834. That number belongs to Jeffrey Rubinstein, P.A.. We do not have a listing for Rubinstein & Associates, P.A.. Do you mean the survivor is Jeffrey Rubinstein, P.A.?

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) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 105A00009837

## 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 as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Rubinstein & Associates, LLC 1428 Brickell Avenue, Penthouse Miami, Florida 33131 Florida Document/Registration Number: L02000002435	Florida    FEI Number: 752992447	Limited Liability Corporation
2. Rubinstein & Associates, P. A. 1428 Brickell Avenue, Penthouse Miami, Florida 33131 Florida Document/Registration Number: P03000076834	Florida    FEI Number: 20-1522762	Professional Association

**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>
Rubinstein & Associates, P.A. 1428 Brickell Avenue, Penthouse Miami, Florida 33131 Florida Document/Registration Number: P03000076834	Florida    FEI Number: 20-1522762	Professional Association

**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 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.

**FIFTH:** 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.

**SIXTH:** 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.

**SEVENTH:** 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.

**EIGHTH:** The merger shall become effective as of:

February 7, 2005

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

**TENTH: SIGNATURES FOR EACH PARTY:**

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Rubinstein & Associates, LLC

Jeffrey D. Rubinstein, Esquire

Rubinstein & Associates, P. A.

Jeffrey D. Rubinstein, Esquire

FILED  
2005 FEB -7 A 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## 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 each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Rubinstein & Associates, LLC	Florida
Rubinstein & Associates, P. A.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Rubinstein & Associates, P.A.	Florida

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

\$10.00 and other good and valuable consideration.

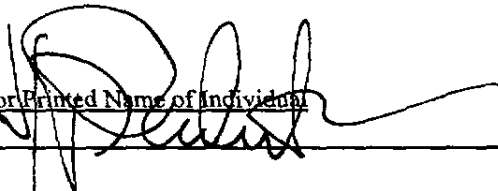
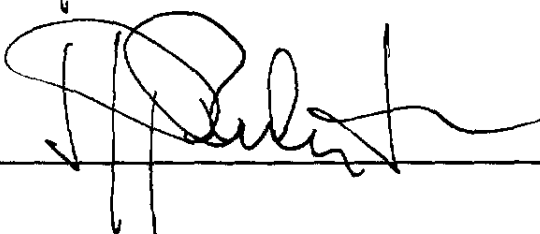
**FOURTH:**

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:

Stock for Stock.

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:

One Share for One Share.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Rubinstein & Associates, LLC		
		Jeffrey D. Rubinstein, Esquire
Rubinstein & Associates, P. A.		
		Jeffrey D. Rubinstein, Esquire

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TALLAHASSEE, FLORIDA  
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