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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

MAY 01 2017

ALBRITTON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 23, 2017

JEFFREY RUBINSTEIN
RUBINSTEIN & ASSOCIATES, P.A.
7875 SW 104TH STREET - STE. 100
MIAMI, FL 33156

SUBJECT: RUBINSTEIN & ASSOCIATES, P.A.
Ref. Number: P03000076834

We have received your document for RUBINSTEIN & ASSOCIATES, P.A. and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file this document is \$70.00 pursuant to 607.1109, Florida Statutes. The fee pursuant to 605.1025 is \$60.00, please submit the additional fee or correct the statute number on the document.

There is a balance due of \$20.00.

Enclosed

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 617A00004197

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

17 APR 25 PM 12:40

RECEIVED

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, and/or 620.2106, 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. EQUITY TURNOVER, L. L. C. 18001 Old Cutler Road, Suite 600 Palmetto Bay, FL 33157 Florida Document/Registration Number: L13000113651 | Florida | Limited Liability Corporation |
| 2. Rubinstein & Associates, P. A. 7875 SW 104 th Street, Suite 100 Miami, FL 33156 Florida Document/Registration Number: P03000076834 | Florida | Professional Association Sub-Chapter S |

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. 7875 SW 104 th Street, Suite 100 Miami, FL 33156 Florida Document/Registration Number: P03000076834 | Florida | Professional Association Sub-Chapter S |

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 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) 605, 607, 617, and/or 620, Florida Statutes, specifically including but not limited to F.S. 605.1025.

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 and/or 620.205, 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), 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.

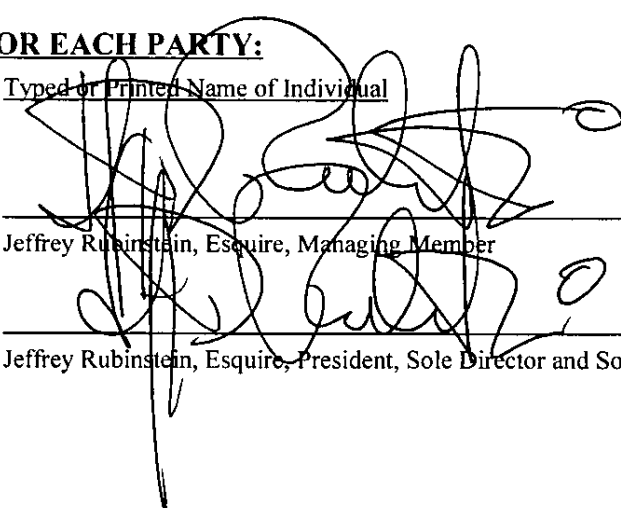
EIGHTH: The merger shall become effective as of:

February 21, 2017

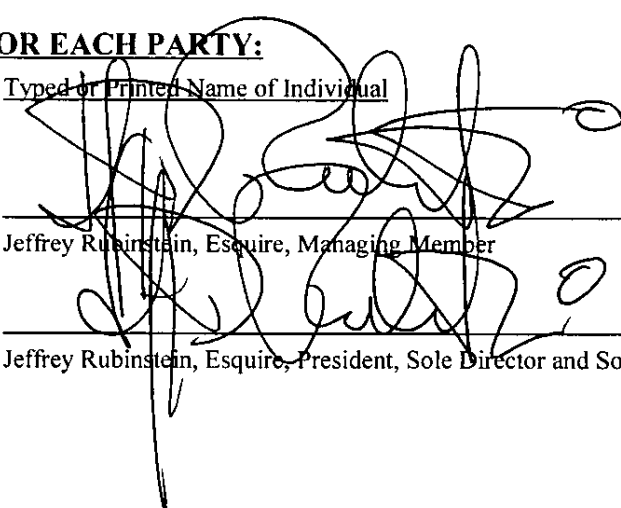
NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: SIGNATURES FOR EACH PARTY:

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

| | | |
|----------------------|---|--|
| Equity Turnover, LLC |  | |
|----------------------|---|--|

| | | |
|--|--|--|
| | | Jeffrey Rubinstein, Esquire, Managing Member |
|--|--|--|

| | | |
|--------------------------------|---|--|
| Rubinstein & Associates, P. A. |  | |
|--------------------------------|---|--|

| | | |
|--|--|--|
| | | Jeffrey Rubinstein, Esquire, President, Sole Director and Sole Shareholder |
|--|--|--|

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> |
|--------------------------------|---------------------|
| Equity Turnover, 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.

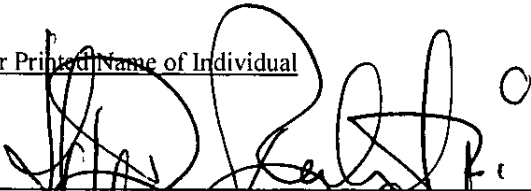
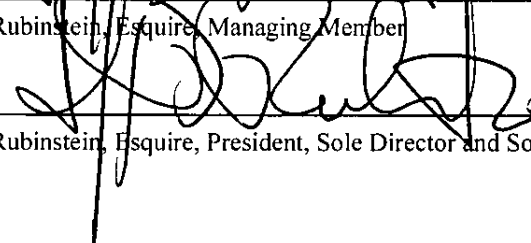
FOURTH:

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> |
|--------------------------------|--|--|
| Equity Turnover, LLC |  | Jeffrey Rubinstein, Esquire, Managing Member |
| Rubinstein & Associates, P. A. |  | Jeffrey Rubinstein, Esquire, President, Sole Director and Sole Shareholder |