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MERGER OR SHARE EXCHANGE

ValueRich, Inc.

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G. Coulllette MAR 24 2006

## **ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ValueRich, Inc.</u>	<u>Delaware</u>	<u>SRV 060213588</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ValueRich, Inc.</u>	<u>Florida</u>	<u>PO3000079504</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 17, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 17, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

**Name of Corporation**

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

ValueRich, Inc. (DE)

**Joseph Visconti, President**

ValueRich, Inc. (FL)

Joseph Visconti, President

## MERGER AGREEMENT

This merger agreement is dated March 20, 2006, and is between VALUERICH, INC., a Delaware corporation ("Acquiror"), and VALUERICH, INC., a Florida corporation ("Target").

The parties wish to effect the merger of Target into Acquiror.

The parties therefore agree as follows:

1. The Merger. Subject to the terms of this agreement and in accordance with the Florida Statutes and the Delaware General Corporation Law (the "DGCL"), the parties shall cause Target to merge with and into Acquiror (that merger, the "Merger"). At the Effective Time, the separate corporate existence of Target will cease and Acquiror will continue as the surviving corporation of the Merger (in that capacity, the "Surviving Corporation").
2. Closing; Effective Time. On the date of this agreement, the parties shall cause a certificate of merger with respect to the Merger to be filed with the Secretary of State of Delaware in accordance with Title 8, Section 251(c) of the DGCL and articles of merger to be filed with the Secretary of State of the State of Florida in accordance with Florida Statutes Section 607.1109 (together, the "Certificates of Merger") and shall take all further actions required by law to make the Merger effective. The Merger will be effective once the Certificates of Merger have been duly filed, unless a later time is specified in the Certificates of Merger (the time of effectiveness of the Merger, the "Effective Time").
3. Effects of the Merger. The Merger will have the effects specified in this agreement and in the Florida Statutes and the DGCL.
4. Articles of Incorporation and Bylaws. The articles of incorporation and bylaws of Acquiror as in effect immediately prior to the Effective Time will be the articles of incorporation and bylaws of the Surviving Corporation immediately after the Effective Time.
5. Directors and Officers. The directors and officers of Acquiror immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation immediately after the Effective Time, and they will each hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation and the DGCL.
6. Conversion of Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the parties, all of the common stock, par value \$.01 per share of the Target will be converted into and become the right to receive shares of common stock, par value \$.01 per share, of Acquiror on a sixteen (16) for one (1) basis (i.e., for every sixteen (16) shares of Target one (1) share of Acquiror stock shall be issued. All shares of Target Common Stock outstanding prior to the Effective Time will automatically be cancelled as of the Effective Time.
7. Tax-Free Reorganization. The parties intend that (1) the Merger be a reorganization within the meaning of Section 368 of the Code and (2) this agreement be a "plan of reorganization" within the meaning of the regulations promulgated under Section 368 of the Internal Revenue Code of 1986, as amended.

8. Governing Law. All matters arising out of this agreement will be governed by the laws of the State of Delaware, without regard to principles of conflicts of law, unless the mandatory law of Florida applies.

The parties are signing this agreement on the date stated in the introductory clause.

VALIERICH INC. a Delaware corporation

B: *Joseph C. Viorio*

VALIERICH INC. a Florida corporation

B: *Joseph C. Viorio*