

# P04000056803

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H09000085553 3)))



H09000085553ABC2

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**\*RE-SUBMIT\***

Please retain original filing  
date of submission 4/10/09

**MERGER OR SHARE EXCHANGE**

**Lasconia Associates, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	067
Estimated Charge	\$105.00

70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED  
2009 APR 10 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ASR  
4/14/09



April 13, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

LACONIA ASSOCIATES, INC.  
18926 N DALE MABRY HWY  
SUITE 101  
LUTZ, FL 33548US

SUBJECT: LACONIA ASSOCIATES, INC.  
REF: P04000056803

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

Laconia Associates, Inc., the Georgia corporation is listed twice, once as the surviving corporation and once as the merging corporation. Please list the Georgia corporation as EITHER the surviving or the merged corporation.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

FAX Aud. #: H09000085553  
Letter Number: 809A00012262

RECEIVED  
2009 APR 13 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

FILED

**ARTICLES OF MERGER**  
(Profit Corporations)

2009 APR 10 AM 9:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>Laconia Associates, Inc.</u>	<u>Georgia</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Laconia Associates, Inc.</u>	<u>Florida</u>	<u>P04000056803</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 Apr. 10, 2009.

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 Apr. 10, 2009.

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)


**Seventh: SIGNATURES FOR EACH CORPORATION**

**Name of Corporation**

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Laconia Associates, Inc.**



Ravinder R. Allala, President

**Laconia Associates, Inc.**

*[Signature]*

Ravinder R. Allala C20

## AGREEMENT AND PLAN OF MERGER

This is an Agreement and Plan of Merger (the "Plan of Merger"), dated as of April 10, 2009, by and among Laconia Associates, Inc., a Florida corporation ("LAI") and Laconia Associates, Inc., a Georgia corporation (the "Survivor").

First: The exact name, entity type and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Laconia Associates, Inc.	Florida	Profit Corporation

Second: The exact name, entity type and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Laconia Associates, Inc.	Georgia	Profit Corporation

The surviving corporation shall be governed by the laws of the State of Georgia.

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

On the effective date of the merger, the separate existence of Laconia Associates, Inc., a Florida corporation ("LAI") will cease and Laconia Associates, Inc., a Georgia corporation (the "Survivor") shall succeed to all the right, privileges, immunities, and franchises and all the property, real, personal and mixed of LAI without the necessity for any separate transfer. Survivor will thereafter be responsible and liable for all obligations of LAI, and neither the rights of the creditors nor any liens on the property of LAI will be impaired by the merger.

Fourth: The manner and basis of converting the shares of each corporation shall be as follows:

(a) On or after the effective date of the merger, the holder of LAI common stock may surrender its share certificates to the Secretary of the Survivor for cancellation.

(b) All shares of LAI common stock, upon the effective date of the merger, will no longer be outstanding and will automatically be cancelled and retired and will cease to exist, and each holder of certificates representing such shares will cease to have any rights with respect thereto. LAI has no other class of stock outstanding.

Fifth: The assets of LAI will be reported on the accounts of Survivor at their book value as for the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of LAI and Survivor will be, respectively, the stated capital, capital surplus and earned surplus of Survivor.

**Sixth:** The effective date of the merger will be the date the Articles of Merger are filed with the Secretary of State of Florida.

**Seventh:** The entire Plan of Merger is set forth in this Agreement.

**Eighth:** The Articles of Incorporation and Bylaws of the Survivor will not be amended by the merger and will be the Articles of Incorporation and Bylaws on the effective date of the merger. The members of the Board of Directors of the Survivor will be the Board of Directors on the effective date.

IN WITNESS WHEREOF, LAI and the Survivor, pursuant to the approval and the authority duly given by resolutions of their respective Boards of Directors, have caused this Plan of Merger to be executed by an authorized officer as of the date first written above.

**LACONIA ASSOCIATES, INC.**  
a Florida corporation

By: \_\_\_\_\_

  
Ravinder R. Allala, President

**LACONIA ASSOCIATES, INC.**  
a Georgia corporation

By: \_\_\_\_\_

  
Ravinder R. Allala, Chief Executive Officer