

P04000130258

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800215317958

12/28/11--01038--001 **78.75

FILED
11 DEC 28 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

JAN 03 2011

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NIXSOL INC
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Praveen Kari, CEO

Contact Person

Nixsol Inc

Firm/Company

53 Knightsbridge Rd, Suite 216

Address

Piscataway, NJ 08854

City/State and Zip Code

praveen@nixsol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Praveen Kari

Name of Contact Person

At (732)

762-3996

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
11 DEC 28 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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) |
|-------------|---------------------|--|
| Nixsol Inc | Florida | P04000130258 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---------------|---------------------|--|
| Inumerics LLC | New Jersey | 0600321096 |
| | | |
| | | |
| | | |
| | | |

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 12/29/2011

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 12/29/2011

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)

FILED
11 DEC 28 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Nixsol Inc

Praveen Kari

Praveen Kari, CEO

Inumerics, LLC

K. Rajalakshmi

Rajyalakshmi Kari, Member

FILED
71 DEC 28 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER AND AGREEMENT OF MERGER

OF

INUMERICS, LLC.
(A New Jersey Limited Liability Corporation)

(The "Terminating Corporation")

AND

NIXSOL INC.
(A Florida Corporation)

(The "Surviving Corporation")

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 DEC 28 PM 12:10

FILED

This "Plan and Agreement" is entered into as of December 29th, 2011, by and among Inumerics, LLC, a New Jersey corporation, and Nixsol Inc., a Florida Corporation.

WHEREAS, Inumerics, LLC, is a corporation of the State of New Jersey with its registered office located at 53 Knightsbridge Rd, Suite 215, Piscataway, NJ 08854; and

WHEREAS, the total number of membership units which Inumerics, LLC has authority to issue is 1 at no par value; of these 1 membership units are outstanding on the date thereof; and

WHEREAS, Nixsol Inc., is a corporation of the State of Florida with its corporate office located at 53 Knightsbridge Rd, Suite 216, Piscataway, NJ 08854; and

WHEREAS, the total number of shares of stock which Nixsol Inc., has authority to issue is 200 shares of stock, no par value; of these 100 shares are outstanding on the date thereof; and

WHEREAS, Section 607.1105 of the Florida Statutes (the "Florida Corporation Law") permit the merger of two or more, for profit corporations.

WHEREAS, Section 14A of the NJSA (the "New Jersey Corporation Law") prohibits domestic corporations from merging with another business entity if authority for such merger is not granted under laws of the jurisdiction under which the other business entity was organized.

WHEREAS, Section 42, 42:2A and 42:2B of the NJSA (the "New Jersey Corporation Law") prohibits domestic LLC's from merging with another business entity if authority for such merger is not granted under laws of the jurisdiction under which the other business entity was organized.

WHEREAS, Inumerics, LLC., and Nixsol Inc. and their respective Board of Directors or Managers declare it advisable and to the advantage, welfare and best interests of all Corporations and their respective stockholders to merge Inumerics, LLC, with and into Nixsol Inc., pursuant to the provision of the Florida Corporation Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by each of the merging entities and approved by a resolution adopted by its Board of Directors and being thereunto, duly entered into by Nixsol Inc. and approved by a resolution adopted by its Board of Directors, this Plan and Agreement of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed as hereinafter set forth.

1. Inumerics, LLC., shall pursuant to the Florida Corporation Law and the New Jersey Corporations Law at the effective time of the merger set forth in paragraph 17 hereof (the "Effective Time") be merged with and into a single corporation, Nixsol Inc., which shall be the surviving corporation, which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Corporation Law. At the Effective Time, the separate existence of Inumerics, LLC, which is sometimes hereinafter referred to as the "Terminating Corporation" shall cease to exist in accordance with the provisions of the New Jersey Corporation Law.

FILED
11 DEC 28 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The Certificate of Incorporation of Nixsol Inc., as now in force and effect shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Corporation Law.
3. The by-laws of Nixsol Inc., as now in force and effect shall be the by-laws of the Surviving Corporation and shall continue in full force and effect until amended and changed as therein provided by the provisions of the Florida Corporation law and the Certificate of Incorporation of the surviving corporation.
4. The directors and officers in office of Nixsol Inc., at the Effective Time shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.
5. Each issued share of the Terminating Corporations shall at the Effective Time be cancelled and retired. Each issued and outstanding share of Nixsol Inc., shall, at the Effective Time, continue to be issued and outstanding in the same manner as prior to the Effective Time. No shares of Nixsol Inc., and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan and Agreement.
6. All of the assets and liabilities of the Terminating Corporations shall be assumed by Nixsol Inc. as the Surviving Corporation.
7. The records of all of the Terminating Corporations shall be maintained by the Surviving Corporation.
8. The intent is to effect a tax-free reorganization under all applicable laws.
9. Any required U.S. Internal Revenue Service Form 966 for each of the Terminating Corporations shall be filed within the thirty (30)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 DEC 28 PM 12:10

FILED

days of the adoption of this Plan and Agreement and any other such like forms shall be filed as and when required.

10. Each of the Terminating Corporations will surrender any payroll, income tax, sales tax registration which it may have post-merger.
11. Each of the Terminating Corporations shall withdraw its authority in the states where it is currently qualified to do business.
12. The merger shall not negate any obligations or liabilities of any other party to any of the Terminating Corporations which shall upon the Effective Time of the merger, become obligations and liabilities to the Surviving Corporation.
13. Nixsol Inc. shall bear all costs and expenses and any taxes in connection with the merger.
14. This Plan and Agreement and the merger herein provided for shall be submitted to the shareholders / members, as the case may be, of the Corporations for their approval in the manner prescribed by the provisions of the Florida Corporation law and New Jersey Corporations Law as the case may be.
15. In the event that this Plan and Agreement shall be fully approved and adopted on behalf of the Corporations in accordance with the provisions of the Florida Corporation Law and the New Jersey Corporations Law, the Corporations agree that they will cause to be executed and recorded any document prescribed by the laws of State of Florida or the State of New Jersey, and cause to be performed all necessary acts within the state to effectuate the merger herein provided for.
16. The Boards of Directors and the proper officers of the Corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, deliver, file and record any and all instruments, papers, and documents which shall become necessary, proper or convenient to carry out or put into effect any of

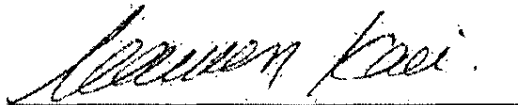
FILED
11 DEC 28 PM 12:10
CLERK OF THE
COURT
FLORIDA

the provisions of this Plan and Agreement and the merger herein provided for.

17. The Effective Time of this Plan and Agreement, and the time at which the Merger herein agreed upon shall be December 29th, 2011 at 12.00 A.M.
18. This Plan and Agreement is on file at the principal office located at 53 Knightsbridge Rd, Suite 216, Piscataway, NJ 08854, and will be furnished upon request and without cost to any person holding an interest in any of the Corporations.

IN WITNESS WHEREOF, the parties have executed this Agreement.


Nixsol Inc.



Praveen Kari, CEO

Date: 12/23/2011

Inumerics, LLC.



Rajyalakshmi Kari, Member

Date: 12/23/2011

FILED
11 DEC 28 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INUMERICS, LLC

**Written Consent
of the
Members
in Lieu of
Special Meeting**

The undersigned, being the holders of all of the issued and outstanding shares of Inumerics, LLC., a New Jersey Limited Liability Company (the "Company"), do hereby consent to the adoption of the following resolutions in lieu of a special meeting of the Members of the Company:

RESOLVED, that the resolutions of the members of the Company of even date herewith, with respect to the complete liquidation and dissolution of the Company, by merging the Company into Nixsol, Inc. is hereby accepted, approved and ratified; and be it further

RESOLVED, that the members and the proper officers of the Company, be, and each of them is, hereby authorized, empowered and directed to take all necessary or appropriate action to carry out the intent of the foregoing resolutions; and be it further

RESOLVED, that this consent may be executed in one or more counterpart copies which, when signed by all of the members of the Company, shall constitute a waiver of meeting and shall be fully effective and taken together shall constitute one and the same instrument.

Dec 23, 2011, **IN WITNESS WHEREOF**, the undersigned have executed this consent as of the

MEMBERS:

Inumerics, LLC

By: K. Rajyalakshmi

Name: Rajyalakshmi Kari

Title: Member

By: Praveen Kari

Name: Praveen Kari,

Title: Member

CLERK OF STATE
TALLAHASSEE, FLORIDA

11 DEC 28 PM 12:10

FILED

NIXSOL INC.

**Written Consent
of the
Shareholder
in Lieu of
Special Meeting**

The undersigned, being the holders of all of the issued and outstanding shares of Nixsol, Inc., a Florida corporation (the "Corporation"), do hereby consent to the adoption of the following resolutions in lieu of a special meeting of the Shareholders of the Corporation:

RESOLVED, that the resolutions of the Board of Directors of the even date herewith, with respect to the complete liquidation and dissolution of Inumerics, LLC. ("Terminating Corporation"), by merging the Terminating Corporation into the Corporation, is hereby accepted, approved and ratified; and be it further

RESOLVED, that the Board of Directors and the proper officers of the Corporation, be, and each of them is, hereby authorized, empowered and directed to take all necessary or appropriate action, including the filing of appropriate certificates or articles of merger, to carry out the intent of the foregoing resolutions; and be it further

RESOLVED, that this consent may be executed in one or more counterpart copies which, when signed by all of the Shareholders of the Corporation, shall constitute a waiver of meeting and shall be fully effective and taken together shall constitute one and the same instrument.

Dec 23, 2011. **IN WITNESS WHEREOF**, the undersigned have executed this consent as of the

SHAREHOLDER:

Nixsol Inc.

By: 

Name: Praveen Kari

Title: CEO

FILED
- 11 DEC 28 PM 12:10
CLERK OF STATE
TALLAHASSEE, FLORIDA