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1. *V-Sept, Inc.*  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN 29 AM 8:27

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Dealer Newco, LLC  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Bianca Blazier

Contact Person

Article 9 Agents

Firm/Company

535 Eighth Avenue, FL 15

Address

New York, NY 10018

City, State and Zip Code

bblazier@a9a.com

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

EFFECTIVE DATE

6/30/2011

For further information concerning this matter, please call:

Bianca Blazier

Name of Contact Person

at ( 646 )

833.3514

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE 6/30/2011

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN 29 AM 8:27

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes  
and s. 607.1108, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
V-SEPT, INC.	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dealer Newco, LLC	Delaware	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

June 30, 2011 at 11:57 PM E.D.T.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Dealer Newco, LLC, c/o National Registered Agents, Inc.

160 Greentree Drive, Suite 101

Dover, Delaware 19904

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: One ADP Boulevard, MS # 433

Roseland, NJ 07068

Mailing address: One ADP Boulevard, MS # 433

Roseland, NJ 07068

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>V-SEPT, INC.</u>	<u>K. J. Gladish</u>	Kenneth J. Gladish - Pres.
<u>Dealer Newco, LLC</u>	<u>Christopher R. Reldy</u>	Christopher R. Reldy - V.P.
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
V-SEPT, INC.	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dealer Newco, LLC	Delaware	LLC

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

See Attachment A attached hereto and made apart hereof.

*(Attach additional sheet if necessary)*

**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Attachment B attached hereto and made apart hereof.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not applicable.

*(Attach additional sheet if necessary)*



**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

See Attachment C attached hereto and made apart hereof.

*(Attach additional sheet if necessary)*

## **Attachment A – Terms and Conditions**

4.1 The merger shall become effective on June 30, 2011 at 11:57 PM E.D.T. and after the following actions shall have been completed:

(a) An executed certificate of merger meeting the requirements of the Florida Code shall have been filed with the Secretary of State of Florida; and

(b) An executed certificate of merger meeting the requirements of the Delaware Limited Liability Company Act shall have been filed with the Secretary of State of Delaware.

The Agreement and Plan of Merger has been adopted and approved by Cobalt Holding Company as the sole stockholder of V-SEPT, Inc. in accordance with the requirements of the Florida Code and Delaware Limited Liability Act.

4.2 Upon the effective date and time of merger, the separate existence of V-SEPT, Inc. shall cease and Dealer Newco, LLC, as the surviving company, (i) shall continue to possess all of its assets, rights, privileges, franchises, powers and property as constituted immediately prior to the effective date and time of the merger, shall be subject to all actions previously taken by V-SEPT, Inc.'s board of directors and shall succeed, without other transfer, to all of the assets, rights, privileges, franchises, powers and property of V-SEPT, Inc., and (ii) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the effective date and time of the merger and shall succeed, without other transfer, to all of the debts, liabilities and obligations of V-SEPT, Inc. in the same manner as if Dealer Newco, LLC had itself incurred them, all as more fully provided under the applicable provisions of the Delaware Limited Liability Company Act. The surviving entity shall be liable for all franchise and other taxes owed by V-SEPT, Inc.

## **Attachment B**

Upon the effective date and time of the merger, each share of V-SEPT, Inc. common stock, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any further action by the constituent companies, their stockholders or members, or any other person, be cancelled.

## **Attachment C**

6.1 The operating agreement of Dealer Newco, LLC as in effect immediately prior to the effective date and time of the merger shall continue in full force and effect as the operating agreement of the surviving company until duly amended in accordance with the provisions thereof and applicable law.

6.2 The managers, officers and committees of the board of managers of Dealer Newco, LLC immediately prior to the effective date and time shall be the managers, officers and committees of the board of managers of the surviving company until their successors shall have been duly elected and qualified or until otherwise as provided by law or the sole member of the surviving company.