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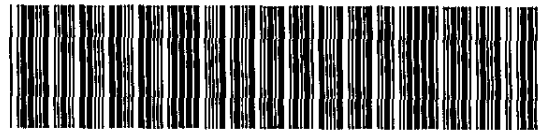
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TALLAHASSEE, FLORIDA



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May 9, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S)

Encircle, Inc. (FL) merging: Encircle, Inc. (IL) **FILE SECOND**

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
X	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

FILED
MAY 9 2006
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
OF
ENCIRCLE, INC.
INTO
ENCIRCLE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF MERGER between ENCIRCLE, INC., an Illinois corporation, and ENCIRCLE, INC., a Florida corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), ENCIRCLE, INC., an Illinois corporation, and ENCIRCLE, INC., a Florida corporation, adopt the following Articles of Merger.

1. The Plan of Merger dated April 28, 2006, was approved and adopted by all of the shareholders of ENCIRCLE, INC., an Illinois corporation, on April 28, 2006, and was approved and adopted by all of the shareholders of ENCIRCLE, INC., a Florida corporation, on April 28 2006.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of the stock of ENCIRCLE, INC., an Illinois corporation, will be converted into shares of ENCIRCLE, INC., a Florida corporation, by means of a merger with ENCIRCLE, INC., a Florida corporation, of ENCIRCLE, INC., an Illinois corporation, into ENCIRCLE, INC., a Florida corporation, being the surviving corporation.
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands effective the 28th day of April, 2006.

ENCIRCLE, INC., a Florida corporation
By: Anil Gajwani
Anil Gajwani, President

ENCIRCLE, INC., an Illinois corporation
By: Anil Gajwani
Anil Gajwani, President

PLAN OF MERGER

Merger of ENCIRCLE, INC., an Illinois corporation ("Old Encircle"), into ENCIRCLE, INC., a Florida corporation ("New Encircle"). The following Plan of Merger ("Plan"), is being adopted and approved by each party to the merger in accordance with section 607.1101 and is being submitted in accordance with section 607.1105, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act"). Each party adopts this Plan as a Plan of Reorganization in accordance with the provisions of Sections 368(a)(1)(A) and 368(a)(1)(F) and all other applicable provisions of the Internal Revenue Code of 1986, as amended.

FIRST: The exact name and jurisdiction of the **merging** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Encircle, Inc. 1691 Northwest 107 th Avenue Miami, FL 33172	Illinois

SECOND: The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Encircle, Inc. 1691 Northwest 107 th Avenue Miami, FL 33172	Florida

THIRD: Articles of Incorporation. Anil Gajwani, President of New Encircle, shall have the power to prepare and execute as incorporator of New Encircle Articles of Incorporation on such terms, consistent with the purpose of the New Encircle, as he in his sole discretion deems advisable.

FOURTH: Distribution to Shareholders of the Constituent Entities. The manner and basis of converting the shares of the capital stock of Old Encircle that the holders of shares of Old Encircle's Common Stock are to receive in exchange for such shares are as follows:

Each one (1) share of Old Encircle's Common Stock which shall be issued and outstanding immediately before the date of filing of the Plan and the Articles of Incorporation shall, by virtue of such filings and without any action on the part of the holder thereof, be converted at such date into one (1) fully paid share of New Encircle's Common Stock, and outstanding certificates representing shares of Old Encircle's Common Stock prior to the reorganization shall thereafter represent shares of New Encircle's Common Stock as reorganized. Such certificates may, but need not, be exchanged by the holders thereof after the reorganization becomes effective for new certificates for the appropriate number of shares bearing the name of New Encircle.

FIFTH: Satisfaction of Rights of Shareholders of Old Encircle. All shares of New Encircle stock for which the shares of Old Encircle's shareholders become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

SIXTH: Effect of Merger. On the Effective Date, the separate existence of Old Encircle shall cease, and New Encircle shall be fully vested in Old Encircle's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

SEVENTH: Further Action Required. If at any time after the Effective Date, Old Encircle or New Encircle shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of Old Encircle or New Encircle as the case may be, whether past or remaining in office, shall execute and deliver upon the request of Old Encircle or New Encircle, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in New encircle, or to otherwise carry out the provisions of this Plan.

EIGHTH: Filing with the Florida Department of State and Effective Date. New Encircle shall cause its President to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by New Encircle to the Florida Department of State. In accordance with Section 607.1101 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

NINTH: Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholder of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated April 28, 2006.

MERGING CORPORATION

Encircle, Inc.

By: 

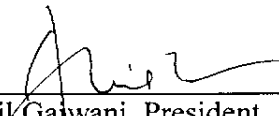
Anil Gajwani, President


By: 

Suresh Gajwani, Secretary

SURVIVING CORPORATION

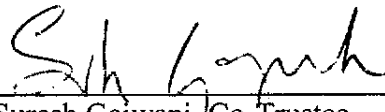
Encircle, Inc.

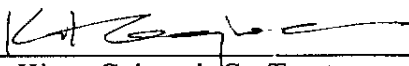
By: 
Anil Gajwani, President

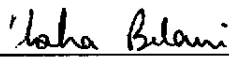
By: 
Suresh Gajwani, Secretary

SHAREHOLDERS:

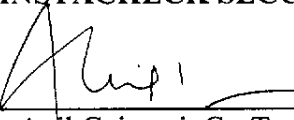
A.H.G. INSTACHECK SECURITY TRUST

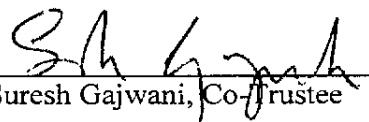
By: 
Name: Suresh Gajwani, Co-Trustee

By: 
Name: Kiron Gajwani, Co-Trustee

By: 
Name: Usha Belani, Co-Trustee

N.S.G. INSTACHECK SECURITY TRUST

By: 
Name: Anil Gajwani, Co-Trustee

By: 
Name: Suresh Gajwani, Co-Trustee

By: 
Name: Usha Belani, Co-Trustee

H.R.G. INSTACHECK SECURITY TRUST

By: Suresh Gajwani
Name: Suresh Gajwani, Co-Trustee

By: Anil Gajwani
Name: Anil Gajwani, Co-Trustee

By: Nirmala Gajwani
Name: Nirmala Gajwani, Co-Trustee

N.H.G. INSTACHECK SECURITY TRUST

By: Suresh Gajwani
Name: Suresh Gajwani, Co-Trustee

By: Anil Gajwani
Name: Anil Gajwani, Co-Trustee

By: Usha Belani
Name: Usha Belani, Co-Trustee

A.H.G. INSTACHECK SECURITY TRUST II

By: Suresh Gajwani
Name: Suresh Gajwani, Co-Trustee

By: Kiron Gajwani
Name: Kiron Gajwani, Co-Trustee

By: Usha Belani
Name: Usha Belani, Co-Trustee

N.S.G. INSTACHECK SECURITY TRUST II

By: _____

Name: Anil Gajwani, Co-Trustee

By: _____

Name: Suresh Gajwani, Co-Trustee

By: _____

Name: Usha Belani, Co-Trustee