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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

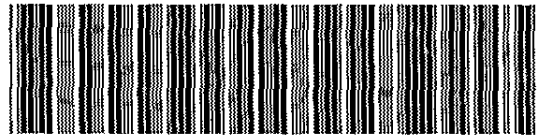
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*The Greenwich Investment  
Group Corp.*

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- ☒ \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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## ARTICLES OF MERGER

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

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| <u>Name and Street Address</u>                                                                       | <u>Jurisdiction</u>  | <u>Entity Type</u> |
|------------------------------------------------------------------------------------------------------|----------------------|--------------------|
| 1. <u>The Greenwich Group Corporation</u><br><u>34 Greenwich Road</u><br><u>Longmeadow, MA 01106</u> | <u>Massachusetts</u> | <u>Corporation</u> |

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

|                                                                                                                          |                |                    |
|--------------------------------------------------------------------------------------------------------------------------|----------------|--------------------|
| 1. <u>The Greenwich Investment Group Corporation</u><br><u>3170 S. Ocean Blvd. # 504N</u><br><u>Palm Beach, FL 33480</u> | <u>Florida</u> | <u>Corporation</u> |
|--------------------------------------------------------------------------------------------------------------------------|----------------|--------------------|

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by the stockholders of the surviving corporation on June 8, 2006.

**SIXTH:** The Plan of Merger was adopted by the stockholders of the merging corporations on June 8, 2006.

**SEVENTH: SIGNATURE(S) FOR EACH PARTY:**

Name of Entity and Signatures

THE GREENWICH INVESTMENT  
GROUP CORPORATION

By: Constance Katz Golber  
Name: Constance Katz Golber  
Title: President

THE GREENWICH GROUP  
CORPORATION

By: Constance Katz Golber  
Name: Constance Katz Golber  
Title: President

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger, is being submitted in compliance with section 607.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

| <u>Name</u>                     | <u>Jurisdiction</u> |
|---------------------------------|---------------------|
| The Greenwich Group Corporation | Massachusetts       |

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

| <u>Name</u>                                | <u>Jurisdiction</u> |
|--------------------------------------------|---------------------|
| The Greenwich Investment Group Corporation | Florida             |

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

On the date the Articles of Merger are filed and accepted by the Secretary of State of the State of Florida, The Greenwich Group Corporation ("GG") shall be merged with and into The Greenwich Investment Group Corporation ("GIG"). The separate existence of GG shall thereupon cease and GIG shall continue its existence as the surviving corporation (the "Surviving Corporation") under Florida law under its present name. The parties hereto shall cause Articles of Merger to be executed and filed with the Secretary of State of the State of Florida and shall take all such other and further actions as may be required to make the merger effective. The merger shall become effective as of the date and time of the filing of the Articles of Merger (the "Effective Time").

The Certificate of Incorporation and Bylaws of GIG as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation. The officers and directors of the Surviving Corporation immediately after the Effective Time shall be the respective persons who were the officers and directors of Savage immediately prior to the Effective Time.

**FOURTH:**

- A. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the Surviving Corporation or any other corporation, in whole or in part, into cash or other property are as follows:

At the Effective Time, by virtue of the merger and without any further action on the part of GG or GIG or any holder of any shares in any of such corporation, each share of GG or GIG issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one share of the Surviving Corporation.

- B. The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations or other securities of Surviving Corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

N/A

Name of Entity and Signatures

THE GREENWICH INVESTMENT  
GROUP CORPORATION

By: Constance Katz Golber  
Name: Constance Katz Golber  
Title: President

THE GREENWICH GROUP  
CORPORATION

By: Constance Katz Golber  
Name: Constance Katz Golber  
Title: President