

P06000089616

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

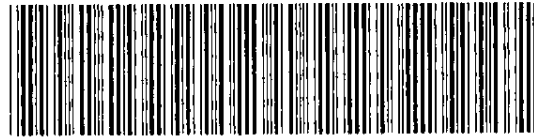
(Business Entity Name)

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T. HAMPTON

DEC 10 2010

EXAMINER

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number: FCA000000017
Date: 12/10/10
Requestor Name: Carlton Fields
Address: Post Office Drawer 190
Tallahassee, Florida 32302
Telephone: (850) 513-3619 - direct
(850) 224-1585
Contact Name: Kim Pullen, CP, FRP

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Corporation Name: V2R Group, Inc → V2R Group, LLC

Email Address: _____

Entity Number: P06000089616

Authorization: Kim Pullen

Merge
Certified Copy

Merge

____ Certificate of Status

____ New Filings

____ Plain Stamped Copy

____ Annual Report

____ Fictitious Name

____ Amendments

____ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

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Client: 55479 Matter: 53110
Name: S. Hammock Office: ATL

35.00
25.00
8.75

968.75

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF MERGER

OF

V2R GROUP, INC.

WITH
AND INTO

V2R GROUP, LLC

Pursuant to Section 607.1108 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

ARTICLE I

Names and Surviving Company

The name and state of incorporation of the corporation and the name and jurisdiction of organization of the limited liability company that are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
V2R Group, Inc.	Florida

<u>Name</u>	<u>Jurisdiction of Organization</u>
V2R Group, LLC	Delaware

V2R Group, LLC shall be the surviving business entity.

ARTICLE II

Plan of Merger

The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.

ARTICLE III

Approval of the Plan

The Plan was approved by V2R Group, Inc. in accordance with Section 607.1109 of the FBCA. The effective date of adoption of the plan of merger by the shareholders of V2R Group, Inc. is November 30, 2010.

The Plan was approved by V2R Group, LLC in accordance with Section 18-209 of the Delaware Limited Liability Company Act. The effective date of adoption of the plan of merger by the sole member of V2R Group, LLC is November 30, 2010.

ARTICLE IV

Effective Date

These Articles of Merger shall become effective on the date that these Articles of Merger are filed by the Florida Department of State.

ARTICLE V
Surviving Entity


The address of the principal office of the surviving entity shall be 2180 West State Road 434, Suite 6184, Longwood Florida 32779. The surviving entity is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of V2R Group, Inc.. The surviving entity has agreed to promptly pay to the dissenting shareholders of V2R Group, Inc. the amount, if any, to which they are entitled under Section 607.1302 of the FBCA.

Signatures appear on the following page.


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TALLAHASSEE, FLORIDA

Dated as of the 30th day of November 2010.

V2R GROUP, INC., a Florida corporation

By: 
Name: Bahram Yusefzadeh
Title: Chairman and CEO

V2R Group, LLC, a Delaware limited liability company

By: 
Name: DAVID R CARTER
Title: EVP/CFO

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TALLAHASSEE, FLORIDA

EXHIBIT A

Plan of Merger

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**AGREEMENT AND PLAN OF MERGER
OF
V2R GROUP, INC. WITH AND INTO V2R GROUP, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is entered into as of the 30th day of November, 2010, between V2R Group, Inc., a Florida corporation, and V2R Group, LLC, a Delaware limited liability company, in accordance with Section 607.1108 of the Florida Business Corporation Act ("FBCA"), and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA").

1. **NAMES OF MERGING BUSINESS ENTITIES.** The name of each business entity planning to merge is:

V2R Group, Inc., a Florida corporation (the "Non-Surviving Corporation"); and

V2R Group, LLC, a Delaware limited liability company.

V2R Group, LLC will be the surviving business entity (the "Surviving Company").

2. **TERMS AND CONDITIONS OF PROPOSED MERGER.** The terms and conditions of the proposed merger (the "Merger") are as follows:

(a) On the Effective Date (as defined below), the Non-Surviving Corporation shall be merged with and into the Surviving Company, such that the Surviving Company shall be the sole surviving entity.

(b) Provided that this Plan has been adopted and approved as required by Section 607.1103 of the FBCA, and Section 18-209 of the Delaware DLLCA, the Merger shall become effective beginning on the date that the Articles of Merger are filed with the Department of State of the State of Florida and the Certificate of Merger is filed with the Department of State of the State of Delaware (the "Effective Date").

(c) On and after the Effective Date, the certificate of formation of the Surviving Company shall continue as the certificate of formation of the Surviving Company and the operating agreement of the Surviving Company (as adopted and approved in connection with the Merger) shall be the operating agreement of the Surviving Company.

(d) The parties agree that, provided the Effective Date occurs on or before December 31, 2010, they shall close out the Non-Surviving Company's financial records, file tax returns and make similar filings with an effective date of November 30, 2010 even if the Effective Date occurs later.

3. **MANNER AND BASIS OF CONVERTING SHARES.**

(a) On the Effective Date, each membership interest unit of Surviving Company that is issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without the need for any further action on the part of the holder thereof, be cancelled and each holder thereof shall cease to have rights with respect hereto.

(b) On the Effective Date, each share of Class A common stock of the Non-Surviving Corporation that is issued and outstanding immediately prior to the Effective Date shall, by

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virtue of the Merger and without the need for any further action on the part of the holder thereof, be converted into 1 validly issued, fully paid and non-assessable Class A-1 membership interest unit of the Surviving Company.

(c) On the Effective Date, no shares of Class B common stock of the Non-Surviving Corporation are issued and outstanding; therefore, by virtue of the Merger and without the need for any further action, no membership interest units of the Surviving Company shall be issued in respect of any Class B common stock of the Non-Surviving Corporation.

(d) On the Effective Date, each share of Class C common stock of the Non-Surviving Corporation that is issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without the need for any further action on the part of the holder thereof, be converted into 1 validly issued, fully paid and non-assessable Class A membership interest unit of the Surviving Company.

(e) On the Effective Date, no shares of preferred stock of the Non-Surviving Corporation are issued and outstanding; therefore, by virtue of the Merger and without the need for any further action, no membership interest units of the Surviving Company shall be issued in respect of any preferred stock of the Non-Surviving Corporation.

(f) On the Effective Date, no shares of preferred stock of the Non-Surviving Corporation are outstanding and each share of Class A, Class B and Class C common stock of the Non-Surviving Corporation, when so converted, shall no longer be outstanding, and each holder thereof shall cease to have any rights with respect thereto.

(g) On the Effective Date, all outstanding warrants and options to acquire shares of any class of stock of the Non-Surviving Company shall, in connection with the Merger and subject to the execution and delivery of satisfactory exchange, cancellation or other agreements and, if applicable, the operating agreement of the Surviving Company by the holder of such warrant or option, be cancelled and/or exchanged for and/or converted into such number of Class E membership interest units of the Surviving Company as equals the number of shares of capital stock of Non-Surviving Corporation as such warrant or option previously entitled the holder thereof to acquire upon exercise in full thereof.

(h) On the Effective Date, the members of the board of managers and officers of the Surviving Company (and the business address for each) are:

Mr. Bahram Yusefzadeh (Chairman of the Board and Chief Executive Officer)

2180 West State Road 434
Suite 6184
Longwood, Florida 32779

Mr. David Carter (Manager and Chief Financial Officer)

2180 West State Road 434
Suite 6184
Longwood, Florida 32779

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4. **APPROVAL OF PLAN.** This Plan has been adopted by the board of directors of the Non-Surviving Corporation and the sole member of the Surviving Company and approved by the required vote of the shareholders of the Non-Surviving Corporation and the sole member of the Surviving Company.

Signatures appear on the following page.

Dated as of the 30th day of November 2010.

V2R GROUP, INC., a Florida corporation

By: 

Name: Behram Yusefzadeh

Title: Chairman and CEO

V2R Group, LLC, a Delaware limited liability company

By: 

Name: DAVID R. CARTER

Title: EVP / CFO

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