

P06000107727

(Requestor's Name)

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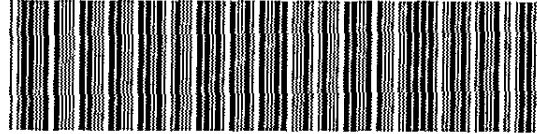
(Business Entity Name)

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TALLAHASSEE, FLORIDA

merge  
SP

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Licensure  
\* Maryland  
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Δ Virginia  
LAURA BRAY, Paralegal  
MARLA WOLFF, Legal Assistant

October 12, 2006

**By Federal Express**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Articles of Merger merging Investors and Developers Services, Inc., a District of Columbia corporation (the "Merging Corporation"), into Investors and Developers Services, Inc., a Florida corporation (the "Surviving Corporation") (File No. P06000107727)

Dear Sir or Madam:

Enclosed herewith please find the original Articles of Merger for the above-referenced corporation. Also enclosed, please find a check payable to the Florida Department of State in the amount of \$70 to cover the costs of the filing fee (i.e., \$35 for the Merging Corporation and \$35 for the Surviving Corporation).

Please feel free to contact me if you have any questions or comments regarding this matter.

Sincerely yours,

  
Laura Bray

cc: Mr. Robert M. Keats (w/out encl., by facsimile: 301-654-8894)  
Michael Healy, CPA (w/out encl., by facsimile: 301-469-3879)  
Marc Wertheimer, Esq.

## 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)
Investors and Developers Services, Inc.	Florida	P06000107727

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Investors and Developers Services, Inc.	District of Columbia	File No. 651423
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 August 17, 2006

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 September 19, 2006

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)

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TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

*Mark Z...*

✓ Marc ~~AA~~

Marc Wertheimer, Its Assistant Secretary

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Investors and Developers Services, Inc.

Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Investors and Developers Services, Inc.

District of Columbia

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

In accordance with the Proposed Treasury Regulations issued by the Internal Revenue Service with respect to reorganizations pursuant to IRC Section 368(a)(1)(F):

1. All stock of the surviving corporation (as identified above (the "Surviving Corporation")) will be issued in respect of the stock of the merging corporation (as identified above (the "Merging Corporation"));
2. There shall be no change in ownership of the Surviving Corporation (as compared to the Merging Corporation); and
3. The Surviving Corporation will not have any property or tax attributes before the transfer.

**Fourth:** 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 or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The ownership of the shares of the Surviving Corporation shall be identical to the ownership of the shares of the Merging Corporation.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A