

PD6000113349

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

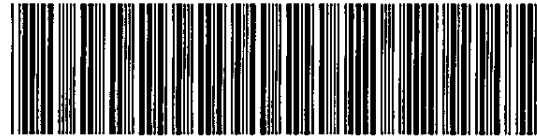
(Document Number)

Certified Copies ☒

Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



300080860573

*Merger
Twice*

10/17/06--01043--012 **43.75

10/24/06--01013--014 **35.00

FILED
06 OCT 23 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SEO Consulting, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jennifer M. Gatherwright

(Contact Person)

The Horwitz Law Firm, P.S.C.

(Firm/Company)

541 Buttermilk Pike, Suite 305

(Address)

Crescent Springs, KY 41017

(City/State and Zip Code)

For further information concerning this matter, please call:

Jennifer M. Gatherwright

(Name of Contact Person)

At (859) 578-1000

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

THE HORWITZ LAW FIRM, P.S.C.

ATTORNEYS AND COUNSELORS AT LAW

MARTIN J. HORWITZ * †
CHAD S. LEVIN *
JOHN A. FREEMAN *
JENNIFER M. GATHERWRIGHT *
JOY L. HALL °

541 BUTTERMILK PIKE • SUITE 305
CRESCENT SPRINGS, KENTUCKY 41017-1689

TEL: (859) 578-1000 • FAX: (859) 578-1001

www.hflaw.com

* ADMITTED IN KENTUCKY AND OHIO
° ADMITTED IN KENTUCKY
• ADMITTED IN OHIO
† LLM TAXATION

October 18, 2006

Florida Department of State
Attn: Thelma Lewis
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SEO Consulting, Inc.

Dear Ms. Lewis:

As requested, please find enclosed a check in the amount of \$35 for the additional filing fees.

Do not hesitate to call should you have any questions.

Very truly yours,

THE HORWITZ LAW FIRM, P.S.C.



Jennifer M. Gatherwright

JMG/lb
Enclosure

ARTICLES OF MERGER

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)
SEO Consulting, Inc.	Florida	P06000113349

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SEO Consulting, Inc.	Kentucky	0633709

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 31, 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 August 31, 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)

Typed or Printed Name of Individual & Title

Alvin Short, President

Alvin Short, President

11 0 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034 1035 1036 1037 1038 1039 1

Agreement of Merger and Plan of Reorganization

Agreement of Merger and Plan of Reorganization dated August 31, 2006 by and between SEO CONSULTING, INC., a Kentucky corporation (hereinafter called "KYCO") and SEO CONSULTING, Inc., a Florida corporation (hereinafter called "FLCO")

1. The Boards of Directors of KYCO and FLCO have resolved that KYCO and FLCO be merged pursuant to the Florida Business Corporation Act and the Kentucky Business Corporation Act into a single corporation existing under the laws of the State of Florida, to wit, FLCO which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368 (a)(1)(F) of the Internal Revenue Code.

2. The authorized capital stock of FLCO consists of 1,000 shares of Common Stock with a par value of \$ -0- per share (hereinafter called "FLCO Common Stock"), of which all shares are issued and outstanding and owned by Alvin Short.

3. The authorized capital stock of KYCO consists of 1,000 shares of Common Stock with a par value of \$ -0- per share (hereinafter called "KYCO Common Stock"), 1,000 shares of which are issued and outstanding and owned by Alvin Short; and

4. The respective Boards of Directors of FLCO and KYCO have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Business Corporation Act and the General Kentucky Business Corporation Act that KYCO shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, FLCO, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 KYCO's Stockholders' Meeting. KYCO shall call a meeting of its stockholders to be held in accordance with the General Kentucky Business Corporation Act at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 FLCO's Stockholders' Meeting. FLCO shall call a meeting of its stockholders to be held in accordance with the General Business Corporation Law of the State of Florida at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.3 Filing of Certificate of Merger; Effective Date; If (a) this Agreement is adopted by the stockholders of KYCO in accordance with the General Kentucky Business Corporation

Act, (b) this Agreement has been adopted by the stockholders of FLCO in accordance with the Florida Business Corporation Act, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed as required by the laws of Kentucky and Florida. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of KYCO shall cease, and KYCO shall be merged into FLCO which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of KYCO; and all and singular, the rights, privileges, powers, and franchises of KYCO, and all property, real, personal, and mixed, and all debts due to KYCO on whatever account, as well for stock subscriptions and all other things in action or belonging to KYCO, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of KYCO, and the title to any real estate vested by deed or otherwise shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of KYCO, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of KYCO shall be preserved unimpaired, and all debts, liabilities, and duties of KYCO shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of KYCO or the corresponding officers of the Surviving Corporation, may, in the name of KYCO, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all KYCO's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

1.5 Federal Identification Number. FLCO was incorporated for the sole purpose of changing KYCO's place of incorporation. FLCO has not applied for its own federal employment identification number and shall retain the Federal Employment Identification Number of KYCO.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be SEO Consulting, Inc., a Florida corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of FLCO as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of FLCO, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Law of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of KYCO and the nature and amount of securities of FLCO which the holders of shares of KYCO Stock are to receive in exchange for such shares are as follows:

3.1 KYCO Common Stock. Each one share of KYCO Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of FLCO Common Stock, and outstanding certificates representing shares of KYCO Common Stock shall thereafter represent shares of FLCO Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

4. Miscellaneous


4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of KYCO, if the Board of Directors of KYCO or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

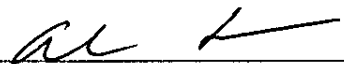
IN WITNESS WHEREOF, this Agreement has been executed by KYCO and FLCO all on the date first above written.

ATTEST:

SEO CONSULTING, INC.
A Kentucky Corporation



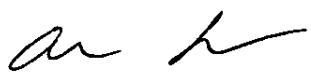
Alvin Short, Secretary

By: 

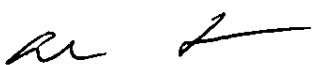
Alvin Short, President

ATTEST:

SEO CONSULTING, INC.
A Florida Corporation



Alvin Short, Secretary

By: 

Alvin Short, President