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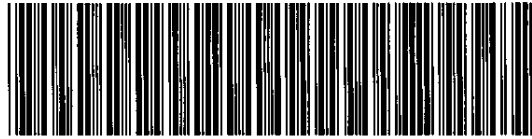
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TALLAHASSEE, FLORIDA

*Merger*

C. Coulllette JAN 19 2007



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 718528 3460C

AUTHORIZATION :

COST LIMIT : \$ 78.75

*[Handwritten signature]*

ORDER DATE : January 18, 2007

ORDER TIME : 2:01 PM

ORDER NO. : 718528-005

CUSTOMER NO: 3460C

ARTICLES OF MERGER

GS MANAGEMENT CO., INC.

INTO

GS VENTURE MANAGEMENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**  
**(SUBSIDIARY CORPORATION)**

Pursuant to 607.1104 Flat.Stat., GS Management Co., Inc. (the "Parent Corporation") a Massachusetts corporation, and GS Venture Management, Inc. ( the "Subsidiary Corporation"), a Florida corporation, hereby adopt the following Articles of Merger:

**I.**

**PLAN OF MERGER**

The following plan of merger provides for the merger of the Parent Corporation into the wholly owned (100%) Subsidiary Corporation. The plan of merger has been adopted by the board of directors of the Parent Corporation and the board of directors of the Subsidiary Corporation:

**1. Names of Parent and Subsidiary.** This instrument sets forth the plan of merger for GS Management Co., Inc., a Massachusetts corporation, and its wholly owned subsidiary, GS Venture Management, Inc., a Florida corporation. The subsidiary corporation will be the surviving entity which will continue under the name of GS Venture Management, Inc., a Florida corporation.

**2. Terms and Conditions of Merger.** The Parent Corporation shall be merged with and into the Subsidiary Corporation. The separate corporate existence of the Parent Corporation shall thereupon cease and the Subsidiary Corporation shall be the surviving entity which shall thereafter continue as a corporation under the laws of the State of Florida and under the name GS Venture Management, Inc. The Subsidiary Corporation shall succeed to all of

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the rights, privileges, immunities and franchises and all of the property, both real and personal, of whatever kind and description, of the Parent Corporation and shall thereafter be responsible and liable for all liabilities and obligations of the Parent Corporation none of which shall be impaired by the merger.

**3. Conversion of Shares.** Upon the effective date of the merger herein contemplated, the shares of common stock of the Parent Corporation issued and outstanding on the date hereof shall cease to be outstanding and each such share shall be converted into and all become one share of the capital common stock in the Subsidiary Corporation. Promptly after the effective date of the merger, the Subsidiary Corporation shall cause a pro rata issuance of shares of the Subsidiary Corporation to the holders of the shares of the Parent Corporation upon surrender of any certificates therefor.

**4. Articles of Incorporation.** The articles of incorporation of the Subsidiary Corporation filed with the Secretary of State of Florida on November 7, 2006 shall remain in full force and effect without any change or amendment thereto.

**5. Dissent.** Those shareholders of the Subsidiary Corporation who, except for the applicability of section 607.1104, Fla.Stat. would be entitled to vote and who dissent from the merger pursuant to 607.1321 Fla.Stat. may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

6. **Effective Date.** The effective date of the merger shall be the date on which the articles of merger are filed with and accepted by the Department of State of the State of Florida.

**II.**

**SHAREHOLDER APPROVAL**

The plan of merger contemplated hereby required shareholder approval. The plan of merger was approved by each of the parties thereto in full conformity with the requirements of Chapter 607, Fla.Stats. as of November 30, 2006.

**III.**

**EFFECTIVE DATE**

The effective date of these articles of merger shall be date on which such articles of merger are filed with and accepted by the Department of State of the State of Florida.

**IV.**

**DATE OF ADOPTION**

The plan of merger was adopted by the shareholders of each of the parties hereto as of November 30, 2006.


**V.**

**WAIVER**

The undersigned, GS Management Co., Inc. a Massachusetts corporation, being the owner and holder of all of the issued and outstanding capital stock of GS Venture Management, Inc. the subsidiary corporation to

In witness whereof, the above and foregoing Articles of Merger were executed as of the 30<sup>th</sup> day of November, 2006.

By: H.J. VON DER GOLTZ  
H.J. VON DER GOLTZ, President

By:  \_\_\_\_\_  
H.J. VON DER GOLTZ, President

STATE OF MASSACHUSETTS )  
 )SS:  
COUNTY OF Suffolk )


  
NOTARY PUBLIC



- 4 -

STATE OF MASSACHUSETTS      )  
COUNTY OF Suffolk      )SS:  
  )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of December, 2006 by H.J. von der Goltz, as President of GS Venture Management, Inc. a Florida corporation, on behalf of the corporation who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC



ANGELA N. DAVIS  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
May 18, 2012