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: CORPORATION SERVICE COMPANY Account Name

Account Number : 720000000195

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## MERGER OR SHARE EXCHANGE

WELLINGTON LEASING, INC.

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## ARTICLES OF MERGER

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WEILINGTON LEASING, LTD. AND WEILINGTON LEASING, INC.

INTO

## WELLINGTON LEASING, INC.

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with \$ 607.1109, Florida Statues

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name

Durisdiction

Form/Entity Type

Wellington Leasing, LTD.

Wellington Leasing, Inc.

Florida

Corporation

SECOND: The exact name, form/entity type, and

jurisdiction of the surviving party are as follows:

Mame

Jurisdiction

Form/Entity Type

Wellington Leasing, Inc.

Florida

Corporation

POU-14690 THIRD: The attached plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 517 and/or 620, Florida Statues.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

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FIFTH: The effective date of the merger, which cannot be prior to, nor more than 90 days after, the date this document is filed by the Florida Department of State, is:

November 30, 2008.

IN WITNESS WHEREOF, the parties hereto have caused this article of merger to be signed by an authorized officer.

Name

Wellington Leasing, LTD

Wellington Lessing, Inc.

Bicustnies

Name of Individual

Charles Rappaport

Charles Rappaport

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CONSENT IN LIEU OF MEETING OF SOLE SHAREHOLDER AND DIRECTOR OF WHILLINGTON LEASING, LED TO MERGE SAID CORPORATION

. THE UNDERSIGNED, being the sole shareholder and sole director of Wellington Leaging, Ltd., a New York corporation (the "Corporation"), in lieu of a special combined meeting of the shareholder and director, hereby consents, pursuant to the authority of Sections 615 and 708(b) of the Business Corporation Law of New York, to the merger of the Corporation pursuant to the Plan of Merger attached hereto.

Shareholder & Director

PLAN OF MERGER adopted on November 15, 2006 by Wellington Leasing, Ltd, a business corporation of the State of New York, and by its Board of Directors on said date, and adopted on November 15, 2006 by Wellington Leasing, Inc., a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date.

- 1. The participating corporations, Wellington Leasing, Itd and Wellington Leasing, Inc., shall pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, Wellington Leasing, Inc. which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation" and which shall continue to exist as said surviving corporation under its present name. The separate existence of Wellington Leasing, Itd, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.
- 2. The number of outstanding shares of the terminating corporation is one hundred (100) shares, all of which are entitled to vote.
- 3. The number of outstanding shares of the surviving corporation is one (1) shares, which are entitled to vote.
- 4. The Certificate of Incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation; and said Certificate

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of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

- 5. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.
- 6. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
- 7. Each issued share of the terminating corporation immediately prior to the effective time and date of the merger shall be converted into .99 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the surviving corporation.
- 8. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the

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provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

- been approved by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and the State of Florids, and that they will cause to be performed all necessary.
- 10. The effective date of the merger shall be November 30, 2006.
- 11. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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