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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Rose Real Estate Services, Inc.

Certificate of Status	0
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ARTICLES OF MERGER

(Profit Corporations)

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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)
Rose Real Estate Services, Inc.	FLORIDA	P07000077166

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Rose and Associates, Incorporated	ILLINOIS	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 JULY 8, 2008

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 JULY 8, 2008

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Rose and Associates,

The Long

Incorporated

MICHAEL ROSE, PRESIDENT

Rose Real Estate

Robert

Services, Inc.

MICHAEL ROSE, PRESIDENT

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**Rose Real Estate Services, Inc.FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name**Jurisdiction**Rose and Associates, IncorporatedILLINOIS

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

SEE ATTACHED

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:

SEE ATTACHED

(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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER - ATTACHMENT**THIRD:**

ROSE AND ASSOCIATES, INCORPORATED ("TARGET") shall be merged with and into ROSE REAL ESTATE SERVICES, INC. ("SURVIVOR") at the Effective Time, as defined by the time in which the articles of merger of the TARGET are filed with the Secretary of State of Illinois and the Articles of Merger of SURVIVOR are filed with the Secretary of State of Florida. Following the Effective Time, the separate existence of the TARGET shall cease and SURVIVOR shall continue as the surviving entity and shall succeed to and assume all the rights and obligations of TARGET in accordance with the business statutes of Illinois and Florida.

FOURTH:

Each outstanding share of common stock of Rose and Associates, Incorporated ("TARGET") will be converted into one (1) share of common stock of the Rose Real Estate Services, Inc. ("SURVIVOR"). All outstanding shares of common stock of Survivor will be extinguished, with no consideration being paid therefore.