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MERGER OR SHARE EXCHANGE

NS (FLORIDA) ASSOCIATES, INC.

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T. Roberts MAR 20 2008

ARTICLES OF MERGER
OF
NS ASSOCIATES, INC.
AND
NS (FLORIDA) ASSOCIATES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging NS Associates, Inc., an Illinois corporation, with and into NS (Florida) Associates, Inc., a Florida corporation.

SECOND: The merger of NS Associates, Inc., with and into NS (Florida) Associates, Inc., is permitted by the laws of the jurisdiction of organization of NS Associates, Inc., and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of NS Associates, Inc., was March 18, 2008.

THIRD: The shareholders of NS (Florida) Associates, Inc., entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on March 18, 2008 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed on this 18 day of March, 2008.

NS Associates, Inc.

By: 

Name: Nathan Shapiro

Capacity: President

NS (Florida) Associates, Inc.

By: 

Name: Nathan Shapiro

Capacity: President

PLAN OF MERGER adopted by NS Associates, Inc., a business corporation organized under the laws of the State of Illinois, by resolution of its Board of Directors on March 19, 2008, and adopted by NS (Florida) Associates, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on March 19, 2008. The names of the corporations planning to merge are NS Associates, Inc., a business corporation organized under the laws of the State of Illinois, and NS (Florida) Associates, Inc., business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which NS Associates, Inc., plans to merge is NS (Florida) Associates, Inc.

1. NS Associates, Inc., and NS (Florida) Associates, Inc., shall, pursuant to the Illinois Business Corporation Act of 1983 and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, NS (Florida) Associates, 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 NS (Florida) Associates, Inc., pursuant to the provisions of the Florida Business Corporation Act. The separate existence of NS Associates, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation 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 Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger 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.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one share 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 time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by

the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving 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 Illinois and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving 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.