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277



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 676858 11758A

AUTHORIZATION

*Spuddelema*

COST LIMIT : \$ 78.75

ORDER DATE : August 6, 2008

ORDER TIME : 12:41 PM

ORDER NO. : 676858-005

CUSTOMER NO: 11758A

ARTICLES OF MERGER

ALAN JAY ROSENBERG, INC.

INTO

ALAN JAY ROSENBERG, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Debbie Skipper

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

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# **ARTICLES OF MERGER**

**(Profit Corporations)**

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)
ALAN JAY ROSENBERG, INC.	FLORIDA	P08000071055

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ALAN JAY ROSENBERG, INC.	NEW YORK	414692

**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 4, 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 August 4, 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)

08 AUG - 6 AM 9:56  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

ALAN JAY ROSENBERG, INC.

Alo Jary Rosenberg

Alan Jay Rosenberg, President

ALAN JAY ROSENBERG, INC.

Alfred Rosenberg

Alan Jay Rosenberg, President

**(Non Subsidiaries)**

**First:** The name and jurisdiction of the surviving corporation:

## Jurisdiction

FLORIDA

## Jurisdiction

NEW YORK

Alan Jay Rosenberg, Inc., a Florida corporation will be merged with Alan Jay Rosenberg, Inc., a New York corporation under which Alan Jay Rosenberg, Inc., the Florida corporation will be the surviving entity.

For each share of common stock of Alan Jay Rosenberg, Inc., the New York entity shall be converted into an equal amount of shares of Alan Jay Rosenberg, Inc., the Florida entity.

(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: The Articles of Incorporation and Bylaws that were adopted of Alan Jay Rosenberg, Inc., the Florida entity shall remain in effect without any Amendment after the merger.