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EXAMINER



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Elissa S. Vessal, Esquire PA
Attorney At Law

1880 N. Congress Ave. Suite 200
Boynton Beach, FL 33426
561-214-4648 (Ph) 561-244-8039 (Fax)
Elissa@EsvLaw.com www.EsvLaw.com

January 5, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Merger: WCS Capital Group, LLC. And Stafford Partners, Inc.

Dear Sir or Madam:

Please find enclosed the following documents for filing:

1. Certificate of Merger and Plan of Merger

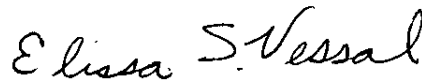
Please return all correspondence concerning this matter to the following:

Elissa S. Vessal
Elissa S. Vessal, Esq. PA
1880 N Congress Ave, Suite 200
Boynton Beach, FL 33426

For further information concerning this matter, please call:
Elissa S. Vessal at (561) 214-4648.

Enclosed is a check for the following amount: \$70.00

Respectfully,



Elissa S. Vessal

Cc: Val Rodriguez, Esquire

CERTIFICATE OF MERGER

The following certificate of merger is being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.2108, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. WCS Capital Group, LLC 6501 Congress Ave 3rd Floor Boca Raton, FL 33487 Florida Document/Registration Number: L08000046810	Florida FEI Number:	Limited Liability Company
2. Stafford Partners, Inc. 11380 Prosperity Farms Rd Suite 204 Palm Beach Gardens, Florida 33410 Florida Document/Registration Number: P08000084125	Florida FEI Number:	Corporation

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2. Stafford Partners, Inc. 11380 Prosperity Farms Rd Suite 204 Palm Beach Gardens, Florida 33410 Florida Document/Registration Number: P08000084125	Florida FEI Number:	Corporation

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.2106, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If the surviving entity is another business entity formed, organized, or incorporated

authorized to transact business in this state, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.2114, and/or 608.4384, Florida Statutes.

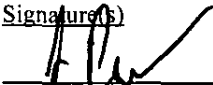
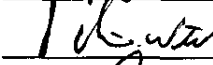


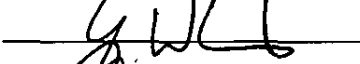
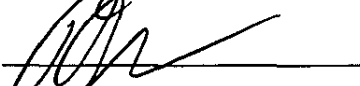
SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:
November 1, 2008.

TENTH: The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
WCS Capital, LLC		Justin Piasecki
		Vince White
		Bruce Black
		Carlos Cepeda
		Eric Wallberg
Stafford Partners, Inc.		Bruce Black

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.2107, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.2108, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
WCS Capital Group, LLC	Florida
Stafford Partners, Inc.	Florida

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Stafford Partners, Inc.	Florida

The surviving party will no longer conduct any new business under the name WCS Capital Group, LLC and specifically if prohibited from using the WCS Capital Group, LLC name and or logo on any transactions.

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

- A. Stafford Partners, Inc. executes an Assignment and Assumption of Loan Commitment for each and every Loan Commitment issued by WCS Capital Group, LLC.
- B. Stafford Partners, Inc. and Bruce Black, individually executes a General Release of liability and hold harmless for WCS Capital Group, LLC and any of its managers and/or members.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:
 1. Stafford Partners, Inc. will obtain all interests, assets, liabilities and debts of WCS Capital Group, LLC for the consideration of ten (\$10.00) dollars.

WCS Capital, LLC

H. White

[Signature]

[Signature]

[Signature]

[Signature]

Vince
Justin White *@*

Justin
Vince Piasecki

JP 12/5/08

Bruce Black

Carlos Cepeda

Eric Wallberg

Stafford Partners, Inc.

[Signature]

Bruce Black