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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Anger
ORC 4/2

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Holcomb Properties Group, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Peggie Golger, Paralegal

(Contact Person)

Cohen and Wolf, P.C. 1115 Broad Street

(Firm/Company)

1115 Broad Street

(Address)

Bridgeport, CT 06604

(City/State and Zip Code)

For further information concerning this matter, please call:

Peggie Golger

(Name of Contact Person)

At (203) 337-4230

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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)
Holcomb Properties Group, Inc.	Florida	PO9000012269

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Holcomb Properties Group, Inc.	Connecticut	

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 March 9, 2009.

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 March 9, 2009.

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)


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TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

Director _____

Richard Fleischmann, President



Richard Fleischmann, 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

Holcomb Properties Group, Inc.

Florida

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

Name

Jurisdiction

Holcomb Properties Group, Inc.

Connecticut

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

The Certificate of Incorporation of Holcomb Properties Group, Inc., a Florida Corporation ("HPGF") shall be the Certificate of Incorporation of the Surviving Corporation, subject to later amendment in accordance with applicable law. The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Certificate of Incorporation of HPGF. No amendment is made to the Certificate of Incorporation of the Surviving Corporation as part of the merger. The By-laws of HPGF shall be the By-laws of the Surviving Corporation, subject to later amendment in accordance with the terms thereof and applicable law. The directors and officers of HPGF shall be the directors and officers of the Surviving Corporation, subject to additions, removals and terminations in accordance with the terms of the By-laws and applicable law. HPGF and Holcomb Properties Group, Inc., a Connecticut corporation (HPGC) shall cease to exist separately and HPGC shall be merged with and into HPGF in accordance with the provisions of this Plan and in accordance with the provisions of and with the effect provided in Section 607.1101, Florida statutes, and Section 33-369 of the Connecticut Stock Corporation Act.

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:

Each share of common stock of HPGF which shall be issued and outstanding on the effective date of the merger shall remain issued and outstanding. Each share of common stock of HPGC which shall be outstanding on the effective date of the merger, and all rights in respect thereof, shall forthwith be cancelled.

(Attach additional sheets if necessary)