

P09000018260

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

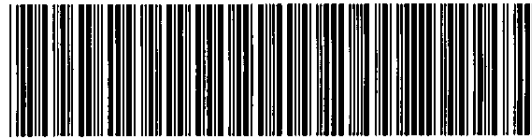
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/25/09--01011--018 **60.00

02/25/09--01011--019 **8.75

02/27/09--01021--016 **10.00

RECEIVED

09 FEB 25 AM 11:41

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

09 FEB 25 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAR - 3 2009

EXAMINER

February 25, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
09 FEB 25 PM 3:25
TALLAHASSEE, FLORIDA

Re: Order #: 7493174 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Beacon ADC, LLC (FL)
Merger (Discontinuing Company)
Florida

Beacon ADC, LLC (FL)
Obtain Document - Misc - certified copy of merger
Florida

File 2nd

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
09 FEB 25 PM 3:23
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beacon ADC Corporation	Florida	corporation
Beacon ADC, LLC	Florida	limited liability company
20600018719		

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beacon ADC Corporation	Florida	corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

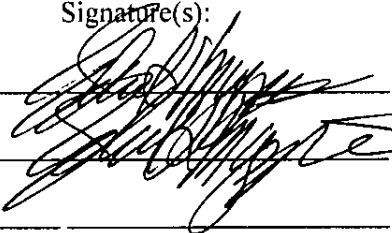
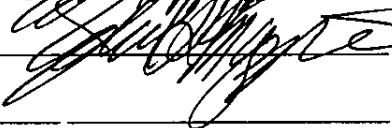
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Beacon ADC Corporation		Edward L. Maggiacomo
Beacon ADC, LLC		Edward L. Maggiacomo

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beacon ADC, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beacon ADC Corporation	Florida	corporation

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

See Exhibit A, Plan of Merger, attached

[illegible]

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Exhibit A, Plan of Merger, attached

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Exhibit A, Plan of Merger, attached

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

n/a

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

n/a

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

n/a

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

EXHIBIT A

PLAN OF MERGER

Beacon ADC, LLC into Beacon ADC Corporation

This Plan of Merger (hereinafter "Plan of Merger") is entered into as of the 11th day of February, 2009 by Beacon ADC Corporation, a Florida corporation ("Survivor") and Beacon ADC, LLC, a Florida limited liability company ("Merged").

WHEREAS, The owners of all of the outstanding membership interests of Merged and the holders of all of the outstanding capital stock of Survivor, deem it advisable that Merged be merged into Survivor as authorized by the provisions of s. 607.1109 and s. 608.4383 of the Florida Statutes, as amended (hereinafter "Florida Law"); and

WHEREAS, Survivor, by its Articles of Incorporation which were filed in the office of the Secretary of State, State of Florida, immediately prior to and on the same date as this filing, has an authorized capital stock consisting of one thousand (1,000) shares of common stock, without par value, of which one hundred (100) shares are issued and outstanding; and

WHEREAS, Merged, by its Articles of Organization which were filed in the office of the Secretary of State, State of Florida, on December 13, 2006, has one (1) member.

NOW, THEREFORE, in accordance with Florida Law, Merged shall be merged into Survivor as follows:

FIRST: Upon filing of the Articles of Merger (together with this Plan of Merger) with the Florida Department of State ("Effective Date"), Merged shall be merged into Survivor such that Survivor shall be the surviving corporation.

SECOND: As of the Effective Date, all of the membership interests of Merged shall, without any action on the part of the holders thereof, be canceled and each issued and outstanding share of common stock of Survivor shall remain issued and outstanding.

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

A. The Articles of Incorporation of Survivor shall be the Articles of Incorporation of the surviving corporation.

B. The bylaws of Survivor as in effect at the Effective Date shall be the bylaws of the surviving corporation.

C. The first annual meeting of the stockholders of Survivor held after the Effective Date shall be the annual meeting provided by the bylaws thereof for the year 2010.

D. The officers of Survivor, after the Effective Date, shall be those presently

in office.

E. Survivor and Merged shall each pay their respective expenses of carrying this Plan of Merger into effect and of accomplishing this merger.

F. This Plan of Merger shall become effective as of the Effective Date, as of which time the separate existence of Merged shall cease and merged shall be merged into Survivor in accordance with the provisions of this Plan of Merger, whereupon Survivor shall possess all of the rights, privileges, powers and franchises of a public as well as a private nature, and be subject to all the restrictions, disabilities and duties of Merged; and all property, real, personal and mixed and all debts due to Merged, on whatever account, and all other things in action, and all and every other interest of or belonging to Merged, shall be vested in Survivor; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of Survivor as it was of Merged; and the title to any real estate vested by deed or otherwise in Merged shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged shall be preserved unimpaired and all debts, liabilities and duties of Merged shall thenceforth attach to Survivor and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it and, provided further, that the liabilities of Merged or of its shareholders or officers shall not be affected, nor shall the rights of the creditors thereof, or any person dealing with Merged be impaired by such a merger and any claim, action or proceeding pending by or against Merged may be prosecuted to judgment as if such merger had not taken place, or Survivor may be substituted in its place.

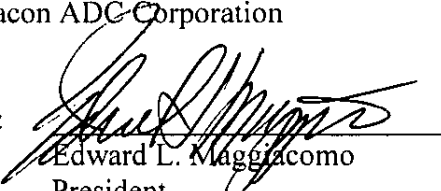
FOURTH: If at any time Survivor shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, or record or otherwise, in Survivor, the title to any property of Merged, acquired or to be acquired by this Plan of Merger, the proper officers of Survivor are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law or otherwise and to do all things necessary and proper in the name of Merged so as to vest, perfect or confirm title to such property in Survivor and otherwise carry out the purposes of this Plan of Merger.

FIFTH: Survivor reserves the right to amend, alter, change or repeal any provision of the Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the duly authorized officers of Survivor and Merged as of the day and year first above written.

Beacon ADC Corporation

By:


Edward L. Maggiasco
President

Beacon ADC, LLC

By:


Edward L. Maggiasco,
Manager