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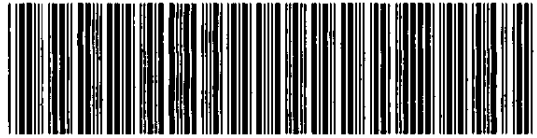
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FILED  
10 JAN 25 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*  
C.COULLIETTE

JAN 27 2010

EXAMINER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Colden Company, 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:

Janet McKeen Baldes  
Contact Person

Anderson Byrne LLC  
Firm/Company

48 Union Avenue, Suite 1  
Address

Saratoga Springs, NY 12866  
City/State and Zip Code

jbaldes@andersonlawsaratoga.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Janet McKeen Baldes At ( 518 ) 450-0324  
Name of Contact Person 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

**(Profit Corporations)**

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

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*(Attach additional sheets if necessary)*

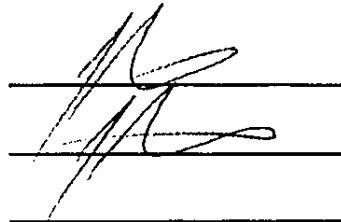
Seventh: **SIGNATURES FOR EACH CORPORATION**

**Name of Corporation**

**Signature of an Officer or  
Director**

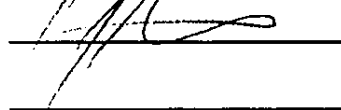
**Typed or Printed Name of Individual & Title**

The Colden Co., Inc.



James Lapointe

Colden Company, Inc.



James Lapointe

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made as of June 30, 2009 by and between The Colden Co., Inc., a New York corporation ("The Colden Co."), and Colden Company, Inc. a Florida Corporation ("Colden Company"). The Colden Co. and Colden Company are hereinafter sometimes collectively referred to as the "Constituent Corporations".

### RECITALS

- A. The Colden Co. was incorporated on October 16, 2003. Its current authorized capital stock consists of: 200 shares of Common Stock, no par value ("Colden Co Common Stock"), of which 200 shares are issued and outstanding.
- B. Colden Company was incorporated effective as of July 1, 2009 in the state of Florida. Its authorized capital stock consists of: 200 shares of Common Stock, no par value per share ("Colden Company Common Stock"), of which 200 shares are issued and outstanding.
- C. The respective Boards of Directors of the Constituent Corporations deem it advisable and to the advantage of each of the Constituent Corporations to merge with and into Colden Company upon the terms and subject to the conditions set forth in this Merger Agreement.
- D. The Boards of Directors of each of the Constituent Corporations have approved this Merger Agreement.

NOW, THEREFORE, the parties do hereby adopt the plan of reorganization set forth in this Merger Agreement and do hereby agree that Colden Co. shall merge with and into Colden Company on the following terms, conditions and other provisions:

- 1. **MERGER AND EFFECTIVE TIME.** At the Effective Time (as defined below), Colden Co. shall be merged with and into Colden Company (the "Merger"), and Colden Company shall be the surviving corporation of the Merger (the "Surviving Corporation"). The Merger shall become effective upon the close of business on the date when a duly executed Certificate of Merger is filed with the Secretary of State of the State of New York.
- 2. **EFFECT OF MERGER.** At the Effective Time, the separate corporate existence of Colden Co. shall cease; the corporate identity, existence, powers, rights and immunities of Colden Company as the Surviving Corporation shall continue unimpaired by the Merger; and Colden Company shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions

and duties of Colden Co's, all without further act or deed. The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation.

- 
3. **GOVERNING DOCUMENTS.** At the Effective Time, The Certificate of Incorporation of Colden Company Operations in effect immediately prior to the Effective Time shall become the Certificate of Incorporation of the Surviving Corporation and the Bylaws of Colden Company in effect immediately prior to the Effective Time shall become the Bylaws of the Surviving Corporation.
  4. **DIRECTORS AND OFFICERS.** At the Effective Time, the directors and officers of Colden Company shall be and become the directors and officers (holding the same titles and positions) of the Surviving Corporation and after the Effective Time shall serve in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.
  5. **CONVERSION OF SHARES OF COLDEN CO'S.** Subject to the terms and conditions of this Agreement, at the Effective Time, each share of Colden Co's common stock outstanding immediately prior thereto will be automatically changed and converted into one fully paid and nonassessable, issued and outstanding share of Colden Company Common Stock.
  6. **CANCELLATION OF SHARES OF COLDEN COMPANY.** At the Effective Time, all of the previously issued and outstanding shares of Colden Company shall be automatically retired and canceled.
  7. **STOCK CERTIFICATES.** At and after the Effective Time, all of the outstanding certificates that, prior to that date, represented shares of Colden Co's Common Stock shall be deemed for all purposes to evidence ownership of and to represent the number of shares of Colden Company Common Stock into which shares of Colden Co's Common Stock are converted as provided herein
  8. **EMPLOYEE BENEFIT PLANS.** At the Effective Time, the obligations of Colden Co's under or with respect of every plan, trust, program and benefit then in effect or administered by Colden Co's for the benefit of the directors, officers and employees of Colden Co's or any of its subsidiaries shall become the lawful obligations of Colden Company and shall be implemented and administered in the same manner and without interruption until the same are amended or otherwise lawfully altered or terminated. Effective at the Effective Time, Colden Company hereby expressly adopts and assumes all obligations of Colden Co's under such employee benefit plans.
  9. **FURTHER ASSURANCES.** From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and

delivered on behalf of Colden Co's such deeds, assignments and other instruments, and there shall be taken or caused to be taken by it all such further action as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises and authority of Colden Co's, and otherwise to carry out the purposes of this Merger Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name of and on behalf of Colden Company, or otherwise, to take any and all such actions and to execute and deliver any and all such deeds and other instruments as may be necessary or appropriate to accomplish the foregoing.

10. **CONDITION.** The consummation of the Merger is subject to the approval of this Merger Agreement and the Merger contemplated hereby by the shareholders of Colden Co's and by the shareholders of Colden Company.
11. **ABANDONMENT.** At any time before the Effective Time, this Merger Agreement may be terminated and the Merger abandoned by the Board of Directors of Colden Co's or Colden Company, notwithstanding approval of this Merger Agreement by the Boards of Directors and shareholders of Colden Co's and Colden Company.
12. **AMENDMENT.** At any time before the Effective Time, this Merger Agreement may be amended, modified or supplemented by the Boards of Directors of the Constituent Corporations, notwithstanding approval of this Merger Agreement by the shareholders of Colden Co's and Colden Company; *provided, however, that any amendment made subsequent to the adoption of this Agreement by the shareholders of Colden Co's or the shareholders of Colden Company shall not:* (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or upon conversion of any shares of any class or series of Colden Co's; (ii) alter or change any of the terms of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger; or (iii) alter or change any of the terms or conditions of this Merger Agreement if such alteration or change would adversely affect the holders of any shares of any class or series of Colden Co's or Colden Company.
13. **TAX-FREE REORGANIZATION.** The Merger is intended to be a tax-free plan of reorganization within the meaning of Sections 368 (a) (1) (F) and 368 (a)(1)(A) of the Code.
14. **GOVERNING LAW.** This Agreement shall be governed by and construed under the internal laws of the State of New York as applied to agreements among New York residents entered into and to be performed entirely within New York, without reference to the principles of conflicts of law or choice of laws.

15. COUNTERPARTS. In order to facilitate the filing and recording of this Merger Agreement, it may be executed in any number of counterparts, each of which shall be deemed to be an original.

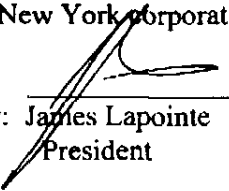
IN WITNESS WHEREOF, this Merger Agreement is hereby executed on behalf of each of the Constituent Corporations and attested by their respective officers hereunto duly authorized.

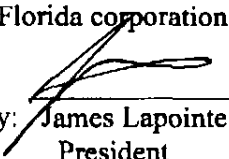
The Colden Co., Inc.

Colden Company, Inc.

A New York corporation

a Florida corporation

By:   
James Lapointe  
President

By:   
James Lapointe  
President

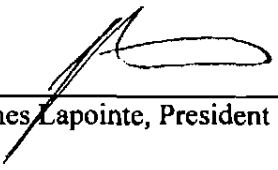


RESOLUTION OF THE BOARD OF DIRECTORS  
SUBMITTING PLAN OF MERGER TO SHAREHOLDERS  
THE COLDEN CO., INC.

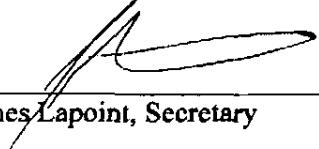
RESOLVED, that the following plan of merger of The Colden Co, Inc. with Colden Co. Inc. into Colden Co., Inc. submitted by, James Lapointe, dated June 30, 2009, a copy of which is to be annexed to the minutes and made a part thereof, is adopted.

And it is further

ORDERED, that the plan of merger be submitted to a vote of the shareholders, notice of meeting to be given to each shareholder of record as of 5pm., June 15, 2009, whether or not entitled to vote, a copy of the plan of merger to accompany the notice.

  
\_\_\_\_\_  
James Lapointe, President

I hereby certify that the above resolution was adopted by the unanimous written consent of the board of directors.

  
\_\_\_\_\_  
James Lapoint, Secretary

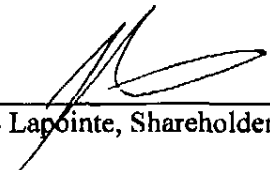
**RESOLUTION OF SHAREHOLDERS TO APPROVE STATUTORY MERGER  
COLDEN COMPANY, INC.**

*Upon motion duly made, seconded and carried, the following resolutions were duly adopted by the affirmative vote of at least the holders of two-thirds of all outstanding shares entitled to vote thereon:*

RESOLVED, that the plan of merger of The Colden Co, Inc. with Colden Company, Inc., Colden Company, Inc. to be the surviving corporation, designated as Plan of Merger and dated as of the 30th day of June, 2009, be and the same is hereby adopted, and that this corporation be merged with Colden Company, Inc., and be it further

RESOLVED, that the terms and conditions of the merger, the manner and basis of converting the shares of each constituent corporation into shares of the surviving corporation and the amendments and changes in the certificate of incorporation of the surviving corporation be as set forth in the said plan of merger of the aforesaid The Colden Co., Inc. with Colden Company dated the 30th day of June, 2009, and be it further

RESOLVED, that the president and the secretary of this corporation be and are hereby authorized to execute and deliver to the Department of State a certificate of merger in the form provided for by the Business Corporation Law of the State of New York.

  
James Lapointe, Shareholder

I hereby certify that the above resolution was adopted at a properly noticed special meeting of shareholders by the unanimous consent of the shareholders.

  
James Lapointe, Secretary

RESOLUTION OF SHAREHOLDERS TO APPROVE STATUTORY MERGER  
THE COLDEN CO., INC.

Upon motion duly made, seconded and carried, the following resolutions were duly adopted by the affirmative vote of at least the holders of two-thirds of all outstanding shares entitled to vote thereon:

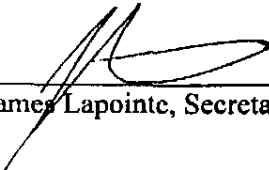
RESOLVED, that the plan of merger of The Colden Co., Inc. with Colden Company, Inc., Colden Company, Inc. to be the surviving corporation, designated as Plan of Merger and dated as of the 30th day of June, 2009, be and the same is hereby adopted, and that this corporation be merged with Colden Company, Inc., and be it further

RESOLVED, that the terms and conditions of the merger, the manner and basis of converting the shares of each constituent corporation into shares of the surviving corporation and the amendments and changes in the certificate of incorporation of the surviving corporation be as set forth in the said plan of merger of the aforesaid The Colden Co., Inc. with Colden Company, Inc. dated as of the 30th day of June, 2009, and be it further

RESOLVED, that the president and the secretary of this corporation be and are hereby authorized to execute and deliver to the Department of State a certificate of merger in the form provided for by

  
James Lapointe, Shareholder

I hereby certify that the above resolution was adopted at a properly noticed special meeting of shareholders by the unanimous consent of the shareholders.

  
James Lapointe, Secretary