P09000074499

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

100160839161

09/22/09--01021--001 **70.00

FILED
2009 OCT 21 P 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
Rews
10-21-09

ZEGARELLI
Technology & Entrepreneurial
Ventures Law Group P.C.

Writer's Direct Information
gregg.zegarelli@zegarelli.com
412.765.0401

October 19, 2009

VIA FEDERAL EXPRESS
Two Business Day Delivery

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Natarajan Family Holdings, Inc.
Articles of Merger

Dear Ms. Lewis:

Per your request, please find the corrected page. Thank you for your assistance in this matter.

ZEGARELLI
Technology & Entrepreneurial
Ventures Law Group, P.C.

By: _______________
Gregg R. Zegarelli

Enclosures

RECEIVED
2009 OCT 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09-26119

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 1, 2009

GREGG R. ZEGARELLI
ZEGARELLI TECHNOLOGY & ENTREPENEURIAL
429 FORBES AVENUE, 12TH FLOOR
PITTSBURGH, PA 15219

SUBJECT: NATARAJAN FAMILY HOLDINGS, INC.
Ref. Number: P09000074499

We have received your document for NATARAJAN FAMILY HOLDINGS, INC. and check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please correct the Articles of Merger #6 Natarajan Family Holdings, Ltd., is a Pennsylvania corporation not Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 609A00031920

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ZEGARELLI
TECHNOLOGY & ENTREPRENEURIAL
VENTURES LAW GROUP, P.C.

Writer's Direct Information
gregg.zegarelli@zegarelli.com
412.765.0401

September 18, 2009

VIA FEDERAL EXPRESS
Express Saver Delivery
Airbill No. 7979 4605 3610

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Natarajan Family Holdings, Inc.
Articles of Merger

Dear Office of the Secretary of State:

Please find enclosed the following materials with regard to filing the Articles of Incorporation for the above-referenced business:

1. Articles of Merger (in duplicate);

2. Check in the amount of Seventy Dollars ($70.00) in payment of the filing fee; and

3. A self-addressed stamped envelope and a copy of the filing documents for confirmation of the filed date.

Thank you for your assistance in this matter.

ZEGARELLI
Technology & Entrepreneurial
Ventures Law Group, P.C.

By: ______________________
Gregg R. Zegarelli

Enclosures

FILED

2009 OCT 21 P 1:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF PENNS
DEPARTMENT OF STATE
CORPORATION BUREAU

ARTICLES OF MERGER
OF
NATARAJAN FAMILY HOLDINGS, LTD.

The following articles of merger are submitted in accordance with the Florida Business Corporations Act, pursuant to section 607.1105, Florida Statutes:

1. Surviving Corporation. The name of the corporation surviving the merger is:

NATARAJAN FAMILY HOLDINGS, INC.
P09000074499

The surviving corporation is formed under the laws of the State of Florida and its principal office under the laws of such domiciliary jurisdiction is: 13302 Winding Oaks Blvd. Suite A-100, Tampa, Hillsborough County, FL 33612-3425.

2. Merging Corporations. The name and address of each other merging corporation is: NATARAJAN FAMILY HOLDINGS, LTD., a Pennsylvania corporation, 2103 Chablis Court, Gibsonia, Allegheny County, PA 15044-7467, USA.

3. Plan of Merger. The plan of merger is attached.

4. Plan of Merger. The merger shall become effective on October 1, 2009.

5. Manner of Adoption by Surviving Corporation. NATARAJAN FAMILY HOLDINGS, INC., a Florida corporation, adopted the plan of merger by unanimous written consent of the shareholders and directors on September 1, 2009.

6. Manner of Adoption by Merger Corporation. NATARAJAN FAMILY HOLDINGS, LTD., a Pennsylvania corporation, adopted the plan of merger by unanimous written consent of the shareholders and directors on September 1, 2009. This corporation shall disappear.

IN TESTIMONY WHEREOF, the undersigned, has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this:

1st day of September, 2009.

NATARAJAN FAMILY HOLDINGS, LTD.

By: ____________________

Gopi Natarajan, President

NATARAJAN FAMILY HOLDINGS, INC.

By: ____________________

Gopi Natarajan, President

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION
(this "Plan")

ADOPTED AND AGREED as of September 1, 2009, unanimously by all shareholders pursuant to applicable law:

NATARAJAN FAMILY HOLDINGS, LTD., ("**NATARAJAN**"), a Pennsylvania corporation, with a registered office at 717 Liberty Avenue, Suite 607, Pittsburgh, PA 15222, and an office at 2103 Chablis Court, Gibsonia, PA 15044-7467, USA

and

NATARAJAN FAMILY HOLDINGS, INC., ("**NATARAJAN_FLA**"), a Florida corporation, with a registered office at 13302 Winding Oaks Blvd. Suite A-100, Tampa, FL 33612-3425.

Background

A. The authorized capital stock of NATARAJAN consists of One Hundred Thousand (100,000) shares of Common Stock with a par value of One Cent ($0.01) per share (the "**NATARAJAN Common Stock**"), all of which shares have been issued to Gopi Natarajan and Viji Natarajan, as Tenants by the Entireties, prior to the Merger (as defined below).

B. The authorized capital stock of NATARAJAN_FLA consists of Two Hundred thousand (200,000) shares of Common Stock with a par value of One Cent ($0.01) per share (the "**NATARAJAN_FLA Common Stock**"), of which One Hundred Thousand (100,000) shares have been issued to Gopi Natarajan and Viji Natarajan, as Tenants by the Entireties, prior to the Merger.

C. The board of directors of each of the parties intend for this Plan and the transactions underlying this Plan to be carried out in a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended.

D. The board of directors and shareholders of each of the parties hereto have approved this Plan upon the terms and conditions hereinafter set forth herein. This Plan can be terminated upon action by the board of directors of NATARAJAN.

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

NOW, THEREFORE, the signatories below hereby adopt and agree to this Plan, as follows:

1. **Background Acknowledgement.** The Background is hereby incorporated into this Plan by this reference as if stated in full herein.

2. **Reorganization.** The shareholders of both corporations desire to have a corporate location where a family member of the shareholders is available to operate the Corporation. Accordingly, the shareholders desire to move the place of organization of NATARAJAN. Upon NATARAJAN_FLA having acquired all or substantially all of the assets, liability and membership interests in NATARAJAN, then NATARAJAN_FLA shall be merged into NATARAJAN (the "**Merger**"). Each shareholder of NATARAJAN shall receive one (1) fully paid share of NATARAJAN_FLA for each share owned in NATARAJAN. All assets and liabilities of NATARAJAN shall thereupon become the assets and liabilities of NATARAJAN_FLA. Upon the Merger, the existence of NATARAJAN shall end and disappear.

3. **Certificate of Incorporation.** The Certificate of Incorporation of NATARAJAN_FLA in effect on the date of the Merger shall continue in full force and effect as the Certificate of Incorporation resulting from the Merger.

4. **Effective Date; Termination Option.** The Merger shall take place on October 1, 2009 (the "**Effective Date**"), provided, however, this Plan may be terminated and the Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan by the respective shareholders of any of the parties, if the board of directors of NATARAJAN duly adopts a resolution abandoning this Plan.

5. **Interpretation.** All questions of interpretation regarding this Plan shall be determined by the board of directors of NATARAJAN.

Executed on the day and year first written above.

NATARAJAN FAMILY HOLDINGS, LTD.

By: ______________________
Gopi Natarajan, President

NATARAJAN FAMILY HOLDINGS, INC.

By: ______________________
Gopi Natarajan, President

Shareholders

____
Gopi Natarajan, President

Viji Natarajan
____
Viji Natarajan