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MERGER OR SHARE EXCHANGE

SS Sales & Marketing, Inc.

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Gary Blair, President

AGREEMENT AND PLAN OF MERGER OF
VALHALLA STRICKER, INC.
WITH AND INTO
SS SALES & MARKETING, INC.

This Agreement and Plan of Merger ("Agreement") made and entered into the 10th day of October, 2009 by and between Valhalla Stricker, Inc., a Delaware corporation (hereinafter called "Valhalla Stricker"), and SS Sales & Marketing, Inc., a Florida corporation (hereinafter called "SS Sales & Marketing" or "Surviving Corporation"), which corporations are hereafter sometimes referred to jointly as the "Constituent Corporations."

RECITALS

A. Valhalla Stricker is a Delaware corporation, incorporated on October 3, 2008. Its registered office in the State of Delaware is located at 501 Silverside Road, Suite 87, Wilmington, Delaware 19809, and its registered agent is PBC Wealth Protection, Inc.

B. The total number of shares which Valhalla Stricker has authority to issue is 3,000 shares of Common stock, \$0.01 par value, of which 1,000 shares are issued.

C. SS Sales & Marketing is a Florida corporation having been incorporated on October 9, 2009. Its registered office in the State of Florida is located at 11043 Ullswater Lane, Windermere, Florida 34786, and its registered agent is Gary Blair.

D. The total number of shares which SS Sales & Marketing has authority to issue is 10,000 shares of Common stock, \$0.01 par value, of which 1,000 shares are issued.

E. The Boards of Directors and shareholders, as applicable, of the respective Constituent Corporations have determined that it is advisable that Valhalla Stricker be merged with and into SS Sales & Marketing in a tax free reorganization qualifying under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and have approved such merger

on the terms and conditions hereinafter set forth in accordance with the laws of the States of Delaware and Florida.

NOW, THEREFORE, the parties agree as follows:

ARTICLE I

MERGER

Valhalla Stricker and SS Sales & Marketing shall be merged into a single corporation in accordance with the applicable provisions of the laws of the States of Delaware and Florida, by Valhalla Stricker merging with and into SS Sales & Marketing. SS Sales & Marketing shall be the Surviving Corporation.

ARTICLE II

EFFECT OF THE MERGER

2.01 The merger shall become effective as of 12:01 A.M. Eastern Time, November 16, 2009.

2.02 At the effective date and time of the merger:

a. SS Sales & Marketing shall become the Surviving Corporation and the separate existence of Valhalla Stricker shall cease, except to the extent provided by the laws of the States of Delaware and Florida in the case of a corporation merged with and into another corporation.

b. The Surviving Corporation shall, without further transfer, succeed to and thereafter possess and enjoy all of the rights, privileges, immunities, powers and franchises of a public as well as a private nature, of each of the Constituent Corporations, and all property, real, personal and mixed, of and all debts due to each of the Constituent Corporations on whatever account, and all things in action, and all and every other interest of, or belonging or due to each

of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed.

c. All rights of creditors and all liens, if any, upon the property of either of the Constituent Corporations shall be preserved unimpaired by the merger, and all debts, liabilities, obligations and duties of either of the Constituent Corporations shall become the responsibility and liability of the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities, obligations have been incurred or contracted by it.

d. All corporate acts, plans, policies, arrangements, approvals and authorizations of Valhalla Stricker, its shareholders, officers and agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, arrangements, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as the same were with respect to Valhalla Stricker.

ARTICLE III

The name of the Surviving Corporation on the effective date of the merger shall be SS Sales & Marketing, Inc.

ARTICLE IV

BY-LAWS

The By-laws of SS Sales & Marketing as existing and constituted on the effective date of the merger shall constitute the By-laws of the Surviving Corporation until altered, amended or repealed.

ARTICLE VDIRECTORS

The director of the Surviving Corporation on the effective date of the merger shall be Gary Blair, and he shall hold office until the next annual meeting of the shareholders or until his successor shall have been elected or appointed and shall have qualified, or until his earlier resignation or removal.

ARTICLE VIOFFICERS

The officers of the Surviving Corporation on the effective date of the merger shall be as follows, to hold office until the next annual meeting of the Board of Directors, or until their respective successors shall have been elected or appointed and shall have qualified, or until their earlier resignation or removal:

President	Gary Blair
Vice President	Sheila Blair
Treasurer	Gary Blair
Secretary	Sheila Blair

ARTICLE VIIREGISTERED AGENT AND REGISTERED OFFICE

On the effective date of the merger, the registered agent of the surviving Corporation in the State of Florida shall be Gary Blair, and the registered office in the State of Florida of the Surviving Corporation shall be 11043 Ullswater Lane, Windermere, Florida 34786.

ARTICLE VIII

PRINCIPAL OFFICE

On the effective date of the merger the address of the principal office of the Surviving Corporation shall be 11043 Ullswater Lane, Windermere, Florida 34786.

ARTICLE IX

CONVERSION OF SHARES

The manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

On the effective date, Valhalla Stricker will be merged into SS Sales & Marketing. The Surviving Corporation assumes all rights, privileges, assets and liabilities of the non-survivor. As both corporations party to the merger are owned by the same shareholders, in like proportion, the 1,000 shares of Common stock, \$0.01 par value, of Valhalla Stricker issued and outstanding on the effective date and time of the merger shall be surrendered and cancelled. The 1,000 shares of issued and outstanding Common stock, \$0.01 par value, of SS Sales & Marketing on the effective date and time of the merger shall remain as the issued and outstanding Common stock of the Surviving Corporation following the merger. The shareholders of Valhalla Stricker and SS Sales & Marketing have approved this Agreement and Plan of Merger by unanimous written consent.

ARTICLE X

ACCOUNTING MATTERS

Except as herein provided with respect to the exchange and cancellation of the outstanding shares of Valhalla Stricker, upon the effective date of the merger: (a) the respective assets of Valhalla Stricker and SS Sales & Marketing shall be taken up or continued on the books

of the Surviving Corporation in the amounts at which such assets shall have been carried on the respective books immediately prior to the effective date of the merger; (b) the respective liabilities and reserves of Valhalla Stricker and SS Sales & Marketing (excluding capital stock, paid in capital and retained earnings) shall be taken up or continued on the books of the Surviving Corporation in the amounts at which such liabilities and reserves shall have been carried on the respective books immediately prior to the effective date of the merger; (c) the paid in capital and retained earnings of Valhalla Stricker shall be taken up on the books of the Surviving Corporation as paid in capital and retained earnings, respectively, in the amounts at which the same shall be carried on the books of Valhalla Stricker immediately prior to the merger; and (d) the fiscal year end of SS Sales & Marketing shall constitute the fiscal year end of the Surviving Corporation.

ARTICLE XI

FURTHER ASSURANCE

If at any time, the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or is desirable to vest in the Surviving Corporation the title to any property or rights of Valhalla Stricker, the proper officers and directors of Valhalla Stricker shall execute and make all proper assignments and assurances in law and do all things necessary or proper to vest such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement. The proper officers and directors of the Surviving Corporation are fully authorized, in the name of Valhalla Stricker, or otherwise, to take any and all such action.

ARTICLE XII

APPROVAL OF SHAREHOLDERS - TERMINATION

This Agreement shall be submitted to the shareholders or stockholders of each of the Constituent Corporations as provided by law and it shall take effect and be deemed and be taken to be the agreement and plan or merger of the Constituent Corporations upon the approval or adoption thereof by the shareholders or stockholders of each of the Constituent Corporations in accordance with the requirements of the laws of the States of Delaware and Florida, and upon execution, filing and recording of said documents and of doing such other acts and things as shall be required for accomplishing the merger under the provisions of the laws of the States of Delaware and Florida.

ARTICLE XIII

CERTAIN AGREEMENTS OF SURVIVING CORPORATION

13.01 SS Sales & Marketing, as the Surviving Corporation, hereby agrees that it may be served with process in any proceeding for the enforcement of any obligation of Valhalla Stricker or of the rights of a dissenting shareholder of Valhalla Stricker.

13.02 SS Sales & Marketing, as the Surviving Corporation, hereby agrees that it will promptly pay to the dissenting shareholders of Valhalla Stricker, if any, the amount, if any, to which they shall be entitled pursuant to the laws of the States of Delaware and Florida.

ARTICLE XIV

MISCELLANEOUS

14.01 This Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

14.02. The heading of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to effect the meaning or interpretation of this Agreement.

The parties have executed this Agreement and Plan of Merger as of the date first above written.

VALHALLA STRICKER, INC.,
a Delaware corporation

By: Gary L. Blair

Gary Blair, President

By: Sheila Blair

Sheila Blair, Secretary

SS SALES & MARKETING, INC.,
a Florida corporation

By: Gary L. Blair

Gary Blair, President

By: Sheila Blair

Sheila Blair, Secretary