

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: All Point POS, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Robert E. Turffs

Contact Person

Robert E. Turffs, P.A.

Firm/Company

1444 First Street, Suite B

Address

Sarasota, Florida 34236

City, State and Zip Code

turffs@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James Turffs

Name of Contact Person

at (941) 953-9009

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

ROBERT E. TURFFS, P.A.

1444 First Street, Suite B

Sarasota, Florida 34236

Telephone (941) 953-9009

Facsimile (941) 953-5736

turffs@gmail.com

RECEIVED

13 OCT 30 PM 2:35

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Robert E. Turffs

Board Certified Civil Trial Lawyer

October 24, 2013

Division of Corporations
Amendments Section
c/o Anette Ramsey
Post Office Box 6327
Tallahassee, Florida 32314

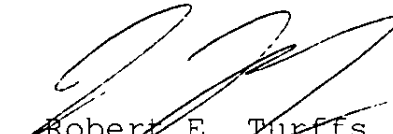
Re: All Point POS/Jean Holland Group Merger
Ref. No.: P10000001337

Dear Representative:

Please find the enclosed letter regarding our previous filing in this matter, cover letter, Articles of Merger, Plan of Merger, and check for \$70.00 (Check No.: 2373).

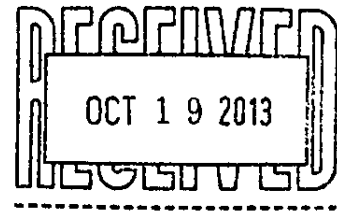
If there are any issues regarding this filing, please contact me as soon as possible. Thank you for your time and consideration in this matter.

Sincerely,


Robert E. Turffs
Signed in his absence



FLORIDA DEPARTMENT OF STATE
Division of Corporations



October 11, 2013

Robert E. Turffs, P.A.
1444 First Street
Suite B
Sarasota, FL 34236

SUBJECT: ALL POINT POS, INC.
Ref. Number: P10000001337

We have received your document for ALL POINT POS, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$70.00.

The form that you submitted is incorrect. It is for two Florida corporations. I have enclosed the correct form for you to fill out and return to us. It is for a cross-entity merger (merging a corporation and an LLC). I have a copy of the reject letter that Sylvia sent you on 5-30-13. The check that you submitted at that time was used to file articles of merger on 8-7-13 merging Suricoast Business Solutions, Inc into All Point POS, Inc.

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) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 413A00023968

FILED

2013 OCT 30 PM 4: 54

Articles of Merger
For
Florida Profit or Non-Profit Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Jean Holland Group, LLC.	Michigan	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
All Point POS, Inc.	Florida	Corp.

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:


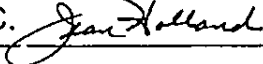
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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:
All Point POS, Inc.		Andrew Lyman
Jean Holland Group, LLC.		Jean Holland

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

PLAN OF MERGER

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>
Jean Holland Group, LLC.	Michigan	LLC

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>
All Point POS, Inc.	Florida	Corp

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

All assets, clients, and intellectual property of Jean Holland Group, LLC.

will be combined and merge into surviving corporation:

All Point POS, Inc.

(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:

Shares of merged corporation shall be turned in to All
Point POS, Inc. All Point POS, Inc., shall issue shares
pursuant to a new shareholder agreement.

(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:

The rights to acquire the interests, shares, obligations
or other securities of the merged party shall be
converted pursuant to a new shareholder agreement.

(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:

n/a

(Attach additional sheet if necessary)