P10000015692

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Effective date 8-1-10

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2010 JUL 20 A 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
Thewis
7-23-10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RPS COMPANIES, 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:

John W. Zielinski
Contact Person

NeJame, LaFay, Jancha, Ahmed, Barker & Joshi, PA
Firm/Company

189 S. Orange Ave, Suite 1800
Address

Orlando, FL 32708
City/State and Zip Code

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

For further information concerning this matter, please call:

John W. Zielinski At (407) 245-1232
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

ARTICLES OF MERGER
(Profit Corporations)

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

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

Name	Jurisdiction	Document Number (If known/ applicable)
RPS COMPANIES, INC.	FLORIDA	P10000015692

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

Name	Jurisdiction	Document Number (If known/ applicable)
UNNY HOLDINGS, INC.	FLORIDA	P05000135798
RPS WORLDWIDE, INC.	FLORIDA	P07000127627

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 08 / 01 / 2010 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the surviving corporation on ____________________.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 07/15/2010 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on ____________________.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 07/15/2010 and shareholder approval was not required.

(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
UNNY HOLDINGS, INC.	William T. Ficka	WILLIAM T. FICKA, DIRECTOR
RPS WORLDWIDE, INC.	William T. Ficka	WILLIAM T. FICKA, DIRECTOR
RPS COMPANIES, INC.	William T. Ficka	WILLIAM T. FICKA, DIRECTOR

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name	Jurisdiction
RPS COMPANIES, INC.	FLORIDA

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

Name	Jurisdiction
UNNY HOLDINGS, INC.	FLORIDA
RPS WORLDWIDE, INC.	FLORIDA

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

At the effective date of merger, the surviving corporation shall acquire all assets and assume all debts of the merging corporations. At the effective date of merger, the surviving corporation shall assume all contracts of the merging corporations and have the right to enforce all contracts of the merging corporations. The surviving corporation will be responsible for the preparation and filing of the final employer's tax return with the US Internal Revenue Depament, and pay the necessary FICA and Employer's Withholding Tax for the period ending July 31, 2010. The surviving corporation will be responsible for completing and filing all tax and government reports related to the closing of the merging corporations.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All shares of the merging corporations shall extinguish and have no value on the effective date of the merger. The current shareholders of the surviving corporation shall own 100% of the surviving corporation on the effective date. *(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
No amendments.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
No additional provisions.