

merger
@ 12/25/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JULES P. LEVINE, 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:

Shawn R. McClelland

Contact Person

Levine DeSantis, LLC

Firm/Company

150 Essex Street, Suite 303

Address

Millburn, New Jersey 07041

City/State and Zip Code

smcclelland@levinedesantis.com

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

For further information concerning this matter, please call:

Shawn R. McClelland

Name of Contact Person

At (973)

376-9050

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JULES P. LEVINE, INC.	FLORIDA	P10000083651

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JULES P. LEVINE, P.C.	NEW YORK	

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 / / (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 October 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 October 15, 2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

[illegible]

PLAN AND AGREEMENT OF MERGER

OF

JULES P. LEVINE, P.C.
(a New York corporation)

AND

JULES P. LEVINE, INC.
(a Florida corporation)

PLAN AND AGREEMENT OF MERGER entered into on October 15 2010, by JULES P. LEVINE, P.C., a business corporation of the State of New York, and approved by resolution adopted by its Board of Directors on said date, and entered into on October 15 2010, by JULES P. LEVINE, INC., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS JULES P. LEVINE, P.C. is a professional corporation of the State of New York with its registered office therein located at 2 Park Place, #C3A, Newburgh, New York; and

WHEREAS the total number of shares of stock which JULES P. LEVINE, P.C. has authority to issue is 200, all of which are of one class and without par value; and

WHEREAS JULES P. LEVINE, INC. is a business corporation of the State of Florida with its registered office therein located at 719 Eisenhower Drive, No. 4, Key West, Florida; and

WHEREAS the total number of shares of stock which JULES P. LEVINE, INC. has authority to issue is 200, all of which are of one class and without par value; and

WHEREAS Section 907 of the New York Business Corporation Law permits a merger of a business corporation of the State of New York with and into a business corporation of another jurisdiction; and

WHEREAS Section 607.1105 of the State of Florida Statutes permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Florida; and

WHEREAS JULES P. LEVINE, P.C. and JULES P. LEVINE, INC. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge JULES P. LEVINE, P.C. with and into JULES P. LEVINE, INC. pursuant to the provisions of Section 907 of the New York Business Corporation Law and pursuant to the provisions of the Section 607.1105 of the State of Florida Statutes upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the promises and of the mutual agreement of the parties hereto, being thereunto duly entered into by JULES P. LEVINE, P.C. and approved by a resolution

adopted by its Board of Directors and being thereunto duly entered into by JULES P. LEVINE, INC. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. JULES P. LEVINE, P.C. and JULES P. LEVINE, INC. shall, pursuant to the provisions of Section 907 of the New York Business Corporation Law and the provisions of the Section 607.1105 of the State of Florida Statutes, be merged with and into a single corporation, to wit, JULES P. LEVINE, INC., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Section 607.1105 of the State of Florida Statutes. The separate existence of JULES P. LEVINE, P.C., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Section 907 of the New Jersey Business Corporation Law.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation, including the amendments made thereto, as the same shall be in force and effect at the effective time in the State of Florida of the merger herein provided for; and said Certificate of Incorporation as therein amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the Business Organizations Law of the State of Florida.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Organizations Law of the State of Florida.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into 1 share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of Section 907 of the New York Business Corporation Law and upon behalf of the surviving corporation in accordance with the provisions of the Business Organizations Law of the State of Florida, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New York and by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of New York and the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Florida, shall be at the close of business on October 31, 2010.

9. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Florida or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of New York in the event that the Board of Directors of JULES P. LEVINE, P.C. or the surviving corporation duly adopt a resolution abandoning this Plan and Agreement of Merger.

IN WITNESS WHEREOF, the Florida Corporation and the New York Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.


WITNESS:



WITNESS:

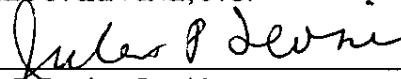


**FLORIDA CORPORATION:
JULES P. LEVINE, INC.**



Jules P. Levine, President

**NEW YORK CORPORATION:
JULES P. LEVINE, P.C.**



Jules P. Levine, President