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(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

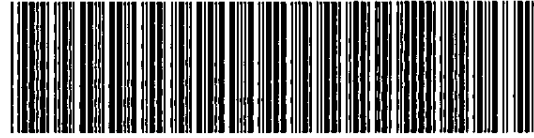
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Bob Onda Advised  
to remove Exhibit (A)  
Art. of Incorp  
from document

Office Use Only



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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC - 6 PM 4:29

Merger/CC  
@ 12/6/11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** M2NS Corporation  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Robert J. Onda  
Contact Person

Onda, LaBuhn, Rankin & Boggs Co., LPA  
Firm/Company

266 North Fourth Street, Suite 100  
Address

Columbus, Ohio 43215  
City/State and Zip Code

mroach@m2ns.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert J. Onda At ( 614 ) 716-0500  
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

**(Profit Corporations)**

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

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

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
M1 DEC -6 PM 4:29

*(Attach additional sheets if necessary)*

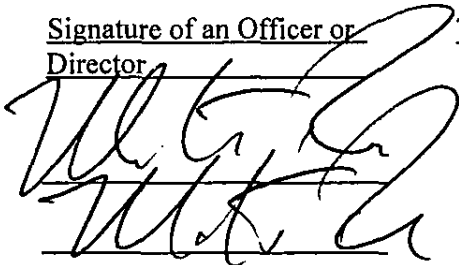
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

M2NS Corporation (FL)



Montgomery Roach, President

M2NS Corporation (OH)

Montgomery Roach, President

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# **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

M2NS Corporation

Florida

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

Name

Jurisdiction

M2NS Corporation

Ohio

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

M2NS Corporation (the Ohio corporation) is merging into M2NS Corporation (the Florida corporation). Each entity has consented to the terms of the Agreement of Merger and Plan and Reorganization (see attached) and the proposed merger shall take place pursuant to its terms. Upon completion of the merger, M2NS Corporation (the surviving Florida corporation) shall assume all of the assets, rights, powers, duties, obligations and liabilities of M2NS Corporation (the merged Ohio corporation).

**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:

Pursuant to the Agreement of Merger and Plan and Reorganization, each common share of M2NS Corporation (the merged Ohio corporation) shall be converted to one share common share of M2NS Corporation (the surviving Florida corporation).

*(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:  
None

OR

Restated articles are attached:  
None

Other provisions relating to the merger are as follows:  
None other than those provided in the Agreement of Merger and Plan and Reorganization attached hereto.

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

\_\_\_\_\_

\_\_\_\_\_

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:



## AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization (the "Agreement") is entered into as of the 2<sup>nd</sup> day of December, 2011, by and between M2NS Corporation, an Ohio corporation (hereinafter referred to as "M2NS Ohio"), and M2NS Corporation, a Florida corporation (hereinafter referred to as "M2NS Florida").

### RECITALS

A. The Boards of Directors of M2NS Ohio and M2NS Florida have resolved that M2NS Ohio be merged into M2NS Florida under and pursuant to the laws of the States of Ohio and Florida in order to consummate a change in the place of incorporation of M2NS Ohio. M2NS Florida shall be the surviving corporation (such corporation in its capacity as the surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

B. M2NS Ohio is a corporation duly organized and existing under the laws of the State of Ohio. The authorized capital stock of M2NS Ohio consists of Eight Hundred Fifty (850) shares of no par common stock of which One Hundred (100) shares are issued and outstanding.

C. M2NS Florida is a corporation duly organized and existing under the laws of the State of Florida. The authorized capital stock of M2NS Florida consists of Five Hundred (500) shares of no par common stock of which One Hundred Eighteen (100) shares are issued and outstanding.

D. The respective Boards of Directors of M2NS Ohio and M2NS Florida have approved the merger (defined hereinafter) upon the terms and conditions herein set forth, and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and mutual agreements, provisions and covenants herein contained, the parties hereby agree in accordance with the laws of the States of Ohio and Florida that M2NS Ohio shall be merged into M2NS Florida and M2NS Florida shall be the Surviving Corporation and the terms and conditions of such merger shall be as follows:

1. Stockholder's Meeting; Filing; Effects of Merger.

.1 M2NS Ohio Shareholder Consent. Pursuant to Sections 1701.54 and 1701.79 of the Ohio Revised Code, all of the shareholders of M2NS Ohio shall and have executed a written consent authorizing the adoption of this Agreement by such corporation and said unanimous consent of all shareholders is sufficient for approval of such agreement under Ohio law.

.2 M2NS Florida Shareholder Consent. Pursuant to Sections 607.0704 and 607.1103 of Florida Statutes Annotated, all of the shareholders of M2NS Florida shall and have executed a written consent authorizing the adoption of this Agreement by such corporation and said unanimous consent is sufficient for approval of such agreement under Florida law.

.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by a majority of the Shareholders of M2NS Ohio in accordance with the laws of the State of Ohio, and by a

majority of the Shareholders of M2NS Florida in accordance with the laws of the State of Florida, and (b) this Agreement is not thereafter and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be simultaneously filed and recorded with the Offices of the Secretary of State of the State of Ohio and the State of Florida in accordance with the laws of the States of Ohio and Florida. The merger shall become effective immediately upon such filing with the Ohio Secretary of State, which date and time is herein referred to as the "Effective Date."

.4 Effects of Merger. On the Effective Date, the separate existence of M2NS Ohio shall cease, and M2NS Ohio shall be merged into M2NS Florida which, as the Surviving Corporation, shall possess all rights, privileges, powers and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities and duties of M2NS Ohio; and all the rights, privileges, powers and franchises of M2NS Ohio, and all property, real, personal, and mixed, and all debts due to M2NS Ohio on whatever account, as well as stock subscriptions and all other things in action or belonging to M2NS Ohio, shall be vested in M2NS Florida without further act or deed, all in accordance with and with the effect stated in Section 1701.82 of the Ohio Revised Code and in Section 607.1106 of Florida Statutes Annotated; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of M2NS Florida as they were of M2NS Ohio, and the title to any real estate vested by deed or otherwise, under the laws of Ohio or any other jurisdiction, in M2NS Ohio, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of M2NS Ohio shall be preserved unimpaired, and all debts, liabilities and duties of M2NS Ohio shall be thenceforth attached to M2NS Florida and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of M2NS Ohio, or the corresponding officers of M2NS Florida may, in the name of M2NS Ohio, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as M2NS Florida may deem necessary or desirable in order to vest, perfect or confirm in M2NS Ohio title to and possession of all of M2NS Ohio's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Agreement.

.5 Consent of Surviving Entity. M2NS Florida consents to be sued and served with process in the State of Ohio and, hereby, irrevocably appoints the Secretary of the State of Ohio as its agent to accept service of process in any proceedings in the State of Ohio to enforce against M2NS Florida any obligations of M2NS Ohio or to enforce the rights of any dissenting shareholder of M2NS Ohio.

.6 Corporate Acts, Plans and Policies. All corporate acts, plans, policies, approvals and authorizations of M2NS Ohio, its Shareholders, Board of Directors, committees elected or appointed by the Board of Directors, 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, approvals and authorizations of M2NS Florida and shall be as effective and binding thereon as the same were with respect to M2NS Ohio. The employees of M2NS Ohio, if any, shall become the employees of M2NS Florida and shall continue to be entitled to the same rights and benefits they enjoyed as employees of M2NS Ohio.

2. Name of Surviving Corporation; Certificate of Incorporation; Bylaws; Directors.

.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be M2NS Corporation.

.2 Certificate of Incorporation. The Certificate of Incorporation of M2NS Florida as in effect on the date hereof shall from and after the Effective Date be, and continue to be the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law or the Articles of Incorporation or Bylaws of M2NS Florida. A copy of said Certificate of Incorporation is attached hereto as Exhibit A and incorporated by reference herein.

.3 Code of Regulations. The Code of Regulations of M2NS Florida, as in effect immediately before the Effective Date, shall, from and after the Effective Date be, and continue to be the Code of Regulations of the Surviving Corporation until amended as provided therein.

.4 Directors. The Directors of M2NS Florida, as in office on the date hereof, shall, from and after the Effective Date, be and continue to serve as the Directors of the Surviving Corporation until the expiration of their term or until their successors are duly elected and qualified.

.5 Capital Stock. The total number of shares of capital stock which the Surviving Corporation shall be authorized to issue is Five Hundred (500) shares of no par common stock.

.6 Transaction of Business. M2NS Florida shall conduct business within the State of Ohio and hereby appoints the statutory agent as identified in Section 4.2 hereof upon whom service shall be rendered against M2NS Florida.

3. Status and Conversion of Securities. In accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, the former Shareholders of M2NS Ohio shall receive in consideration of all the shares of M2NS Ohio, shares of M2NS Florida no par common stock. The manner and basis of converting the shares of the common stock of M2NS Ohio of which the Shareholders of M2NS Florida are to receive in exchange for such shares are as follows:

.1 M2NS Ohio Common Stock. Each share of M2NS Ohio no par common stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) fully paid share of M2NS Florida no par common stock.

.2 Surrender of Certificates. After the Effective Date, certificates evidencing outstanding shares of M2NS Ohio no par common stock shall evidence the right of the holder thereof to receive the appropriate certificates of M2NS Florida no par common stock at the applicable rate as aforesaid. The Shareholders of M2NS Ohio, upon surrender of their certificates to Onda, LaBuhn, Rankin & Boggs Co., LPA, 266 North Fourth Street, Suite 100, Columbus, Ohio 43215, who shall act as the transfer agent for such shares to effect the exchange of certificates, shall be entitled upon such surrender to receive in exchange therefore a certificate representing the number and classification of shares of M2NS Florida no par common stock into which the shares of M2NS Ohio are converted.

4. Compliance with Applicable Provisions of State Law: Statutory Agent.

.1 Location of Offices. The location of the principal office of M2NS Florida is 990 Biscayne Blvd., Unit 1503, Miami, Florida, 33132.

.2 Statutory Agent. OLR Biz Agency, Inc., 266 North Fourth Street, Suite 100, Columbus, Ohio 43215, shall be and is hereby appointed as the agent upon whom (i) process, tax notices and demands against M2NS Ohio may be served, and (ii) process, tax notices and demands against M2NS Florida arising from its operations within the State of Ohio may be served. Montgomery Roach, 990 Biscayne Blvd., Unit 1503, Miami, Florida, 33132, shall be and is hereby appointed as the agent on whom process, tax notices and demands against M2NS Florida may be served arising from and in the State of Florida. M2NS Florida further consents to be served with process in Ohio, and to the irrevocable appointment of the Ohio Secretary of State as its statutory agent.

.3 Corporate Purposes. The purpose of which M2NS Florida is formed is to engage in any purpose or purposes under Florida law for which for-profit corporations may incorporate.

5. Miscellaneous.

.1 Abandonment and Amendment. This Agreement may be abandoned or amended at any time before the filing of the Certificate of Merger in Ohio and Florida and whether before or after approval of this Agreement of Merger by the Shareholders of M2NS Ohio or M2NS Florida, if the Board of Directors of M2NS Ohio or M2NS Florida duly adopt a resolution abandoning or amending this Agreement of Merger.

.2 Condition Precedent. The respective obligations of each party to effect the Merger shall be subject to obtaining the favorable vote of a majority of all outstanding shares of M2NS Ohio and M2NS Florida to adopt and authorize this Agreement.

.3 Expenses. M2NS Florida, as Surviving Corporation, shall pay all expenses of carrying this Agreement into effect and of accomplishing the Merger.

.4 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

[AUTHORIZATIONS AND CERTIFICATIONS CONTAINED ON FOLLOWING PAGE]

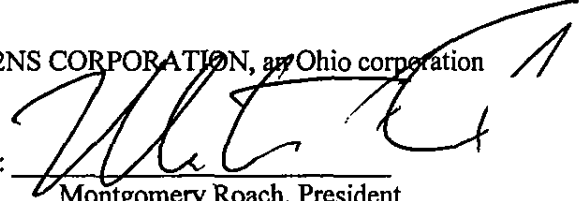
IN WITNESS WHEREOF, M2NS Corporation, an Ohio corporation, and M2NS Corporation, a Florida corporation, have each caused this Agreement to be signed in its corporate name by its duly authorized officer, attested by its Secretary, as of the date first above written.

ATTEST:

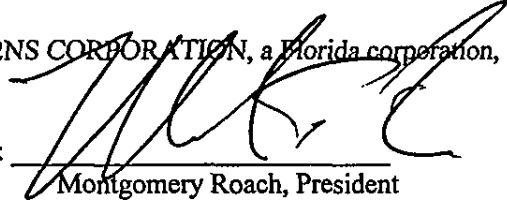
  
Montgomery Roach, Secretary

  
Montgomery Roach, Secretary

M2NS CORPORATION, an Ohio corporation

By:   
Montgomery Roach, President

M2NS CORPORATION, a Florida corporation,

By:   
Montgomery Roach, President

CERTIFICATE

The undersigned, being the Secretary of M2NS Corporation, an Ohio corporation (the "Corporation"), does hereby certify that the foregoing Agreement of Merger and Plan of Reorganization having been submitted to and duly approved by a resolution adopted by the Board of Directors of the Corporation, was unanimously approved and adopted by the Shareholders of the Corporation, in writing and without a meeting, pursuant to Sections 1701.54 and 1701.79 of the Ohio Revised Code.

IN WITNESS WHEREOF, the undersigned Secretary of M2NS Corporation, acting for and on behalf of the Corporation, has executed this Certificate this 4 day of December, 2011.

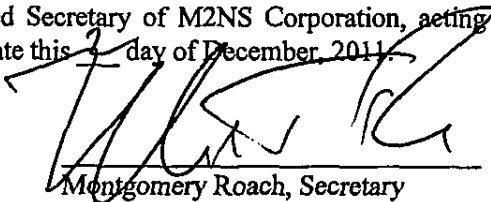


\_\_\_\_\_  
Montgomery Roach, Secretary

CERTIFICATE

The undersigned, being the Secretary of M2NS Corporation, a Florida corporation (the "Corporation"), does hereby certify that the foregoing Agreement of Merger and Plan of Reorganization having been submitted to and duly approved by a resolution adopted by the Board of Directors of the Corporation, was unanimously approved and adopted by the Shareholders of the Corporation, in writing and without a meeting, pursuant to Sections 607.0704 and 607.1103 of Florida Statutes Annotated.

IN WITNESS WHEREOF, the undersigned Secretary of M2NS Corporation, acting for and on behalf of the Corporation, has executed this Certificate this 4 day of December, 2011.



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Montgomery Roach, Secretary