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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

T. CLINE

SEP 12 2012

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** STEPHEN BLASS P.A.

Name of Surviving Party

Please return all correspondence concerning this matter to:

STEPHEN A. BLASS

Contact Person

STEPHEN BLASS P.A.

Firm/Company

ONE SOUTHEAST THIRD AVENUE, SUITE 2130

Address

MIAMI, FL 33131

City, State and Zip Code

SBlass@blasslegalpa.com

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

For further information concerning this matter, please call:

Stephen Blass

Name of Contact Person

at ( 305 ) 377-9353

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

214 SEP -4 AM '94  
RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

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>
612-2047 Blass Frankel & Marx PLLC	Florida	Limited Liability Company
Stephen Blass P.A.	Florida	Corporation

**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>
Stephen Blass P.A.	Florida	Corporation

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**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.

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 TALLAHASSEE, FLORIDA

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**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:

August 31, 2012 or Date of Filing

**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:

N/A

**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.

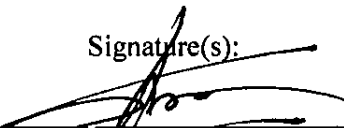

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

SECRETARY OF STATE  
TAMARA J. BARNES, Esq.  
TAMARA.BARNES@FLDOH.GOV

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Blass Frankel & Marx PLLC		Stephen Blass
Stephen Blass P.A.		Stephen Blass

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

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STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

## 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>
Blass Frankel & Marx PLLC	Florida	Limited Liability company
Stephen Blass P.A.	Florida	Corporation

**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>
Stephen Blass P.A.	Florida	Corporation

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

Pursuant to written agreements, Stephen A. Blass as the sole Member of Blass Frankel Marx PLLC and as the sole

Shareholder of Stephen Blass P.A. has determined it to be in the best interest of all parties to effect

the subject merger, to eliminate unnecessary duplication of financial books and records as well as federal and state tax returns, banking facilities and the like.

(Attach additional sheet if necessary)

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DEPARTMENT OF REVENUE  
TAX DIVISION

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**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:

As the sole legal and beneficial owner of both Blass Frankel & Marx PLLC and Stephen Blass P.A., Stephen

Blass has determined to contribute all right, title and interest in the said LLC to the said

P.A. as the surviving entity and successor in interest to Blass Frankel & Marx PLLC in all respects.

*(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:

Not applicable; see Fourth "A" above

*(Attach additional sheet if necessary)*

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TALLAHASSEE, FLORIDA

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**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)*

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**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Appropriate notification to all interested parties pursuant to the applicable provisions of Rule 4-5.8,  
as published by the Florida Bar Ethics Department will be provided in full observance of all requirements.

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

N/A

*(Attach additional sheet if necessary)*

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FLORIDA BAR ETHICS DEPT.  
TALLAHASSEE, FLORIDA

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