

P11 000 108983

Florida Department of State
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MERGER OR SHARE EXCHANGE
FSC SMARTCOMP HOLDING, INC.

Certificate of Status	0
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FSC SmartComp Holding, Inc.
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Christina M. Carry, Legal Assistant
(Contact Person)

Saul Ewing LLP

(Firm/Company)

1200 Liberty Ridge Drive, Suite 200

(Address)

Wayne, PA 19087

(City, State and Zip Code)

For further information concerning this matter, please call:

Chris Carry

(Name of Contact Person)

at (610) 251-5070

(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

SECRETARY OF STATE
TALLAHASSEE, FL 32304

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**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>
FSC Holding, LLC	Pennsylvania	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>
FSC SmartComp Holding, Inc.	Florida	Corporation

P11-108983

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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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:

December 31, 2011 at 11:59 p.m.

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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
FSC SmartComp Holding, Inc.	<i>[Signature]</i>	DR SHANNON VISSMAN
FSC Holding, LLC	<i>[Signature]</i>	DR SHANNON VISSMAN
_____	_____	_____
_____	_____	_____

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

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**PLAN OF MERGER
OF
FSC HOLDING, LLC
INTO
FSC SMARTCOMP HOLDING, INC.**

This PLAN OF MERGER (the "Plan of Merger") of FSC Holding, LLC, a Pennsylvania limited liability company ("FSC Holding"), and FSC SmartComp Holding, Inc., a Florida corporation ("FSC SmartComp"), providing for the merger (the "Merger") of FSC Holding with and into FSC SmartComp pursuant to Section 8956 of the Pennsylvania Limited Liability Company Law and Section 608.4382 of the Florida Statutes, is made as of the 30th day of December, 2011.

Background

- A. FSC Holding is organized as a Pennsylvania limited liability company. FSC Holding has elected to be treated as a subchapter S corporation for federal and state income tax purposes.
- B. The members of FSC Holding desire to reorganize FSC Holding into a Florida corporation. FSC SmartComp is a newly organized Florida corporation which has not previously conducted business and was formed solely for purposes of the effecting the Merger.
- C. For federal income tax purposes, the Merger is intended to be a mere change in identity, form, or place or organization of one corporation, as described in section 368(a)(1)(F) of the Internal Revenue Code of 1986. It is also intended that, upon consummation of the Merger, FSC SmartComp will be treated as continuation of FSC Holding and will continue to be treated as a subchapter S corporation for federal and state income tax purposes.

ARTICLE I

Survivor

At the Effective Time (as hereinafter defined), FSC Holding will merge with and into FSC SmartComp and the separate existence of FSC Holding will cease. FSC SmartComp shall continue its existence under applicable Florida law.

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ARTICLE II

The Merger

Upon the Merger becoming effective, FSC SmartComp will succeed to and possess, without further act or deed, all the rights, privileges, immunities, franchises, powers and purposes of FSC Holding, and all property of every kind, whether real, personal or mixed, of FSC Holding (including without limitation all debts and obligations due or belonging to FSC Holding). From and after the Effective Time, FSC SmartComp will be responsible and liable for all of the liabilities, debts and obligations of FSC Holding, as if FSC Holding had itself incurred them, and all rights of creditors will be preserved unimpaired.

ARTICLE III

Manner of Effecting the Merger

3.1 At the Effective Time, all of the membership interests in FSC Holding outstanding immediately before the Merger becomes effective shall be converted into common stock of FSC SmartComp on the basis of one share of common stock of FSC SmartComp for each one percent membership interest in FSC Holding.

3.2 At the Effective Time, each issued and outstanding share of common stock of FSC SmartComp outstanding immediately before the Merger shall be cancelled and any amount paid therefore shall be returned. Immediately following the Merger, the common stock of FSC SmartComp shall be owned by the former members of FSC Holding in the same proportion as they held membership interests in FSC Holding immediately prior to the Merger.

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ARTICLE IV

Articles of Incorporation: By-Laws

4.1 The Articles of Incorporation of FSC SmartComp in effect at the Effective Time shall continue as the Articles of Incorporation of FSC SmartComp until the same shall thereafter be altered or amended.

4.2 The By-Laws of FSC SmartComp in effect at the Effective Time shall continue as the By-Laws of FSC SmartComp until the same shall thereafter be altered or amended.

ARTICLE V

Conditions Precedent to the Obligations of the Parties

The obligations of FSC Holding and FSC SmartComp, respectively, under this Plan of Merger are subject to the fulfillment, prior to or at the Effective Time, of the following condition:

At the time for filing this Plan of Merger or the Article or Certificates of Merger as provided for in Article VII hereof, neither FSC Holding or FSC SmartComp shall be precluded, directly or indirectly, by any order or injunction of a court of competent jurisdiction from consummating the Merger, and no action shall have been taken, and no statute, rule or regulation shall have been enacted or adopted by any government or governmental agency, which action, statute, rule or regulation remains in effect and would, directly or indirectly, render illegal the consummation of the Merger.

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ARTICLE VI

Post-Adoption Amendment

At any time prior to the filing pursuant to Article VII of this Plan of Merger (or Articles or Certificate of Merger in respect thereof), this Plan of Merger may be amended, to the maximum extent permitted by applicable law, or terminated by action of the managers of FSC Holding or by the stockholder and members of the Board of Directors of FSC SmartComp.

ARTICLE VII

Filing of Certificate; Effective Time

Upon approval of this Plan of Merger by the members of FSC Holding and by the stockholder and members of the Board of Directors of FSC SmartComp, and upon satisfaction of the conditions set forth in Article V hereof, (i) this Plan of Merger or Articles or Certificate of Merger in lieu thereof, executed in accordance with the requirements of the Pennsylvania Limited Liability Company Law and Florida Statutes, shall be filed with the Secretary of the Commonwealth of Pennsylvania and the Secretary of the State of Florida. The Merger shall be effective as of 11:59 p.m. on December 31, 2011 (the "Effective Time").

[Execution page follows]

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FSC SMARTCOMP HOLDING, INC.
(a Florida corporation)

By: D. SL
Shannon Vissman

Title: President

FSC HOLDING, LLC
(a Pennsylvania limited liability company)

By: D. SL
Shannon Vissman

Title: President

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