

Division of Corporations  
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Florida Department of State  
Division of Corporations  
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EFFECTIVE DATE

Jan 1, 2013

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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**MERGER OR SHARE EXCHANGE  
GREENBLATT FINANCIAL MANAGEMENT, INC.**

Certificate of Status	0
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*Merger*  
*10 11/28/12*

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Corporate Filing Menu

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COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Greenblatt Financial Management, 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:

Debra D. Greenblatt

Contact Person

Greenblatt Financial Management, Inc.

Firm/Company

20070 Sawgrass Lane, #4602

Address

Boca Raton, Florida 33434

City/State and Zip Code

gfminvest@aol.com

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

For further information concerning this matter, please call:

Debra D. Greenblatt

Name of Contact Person

At ( )

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

EFFECTIVE DATE

Jan 1, 2013

**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)
Greenblatt Financial Management, Inc.	Palm Beach County, Florida	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Greenblatt Financial Management, Inc.	Montgomery County, Maryland	

**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** 01 / 01 / 2013 (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 November 26, 2012 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 November 26, 2012 and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Greenblatt Financial Management  
Inc.

Debra D. Greenblatt, President

**Greenblatt Financial Management  
Inc.**

Debra D. Greenblatt, President

## **PLAN OF MERGER**

**THIS PLAN OF MERGER**, dated this 26<sup>th</sup> day of November, 2012, pursuant to Section 607.1101 of the Florida Statutes, as amended (hereinafter referred to as the "Statute"), are entered into by and between the parties named in Article SECOND.

**FIRST:** The parties have agreed to merge, and the terms and conditions of said merger, the manner of carrying the same into effect and the manner and basis of exchanging the shares of issued stock of the corporation pursuant to Section 607.1101 of the Statute are and shall be as set forth herein.

**SECOND:** The parties to this Plan of Merger are GREENBLATT FINANCIAL MANAGEMENT, INC., a Maryland corporation (sometimes hereinafter referred to as "GFM MARYLAND"), and GREENBLATT FINANCIAL MANAGEMENT, INC., a Florida corporation (sometimes hereinafter referred to as "GFM FLORIDA").

**THIRD:** The laws of the State under which GFM Maryland is organized permits such a merger.

**FOURTH:** The name of the surviving corporation is GREENBLATT FINANCIAL MANAGEMENT, INC., a Florida corporation (hereinafter sometimes referred to as the "Surviving Entity").

**FIFTH:** The Sole Stockholder and Sole Director of GFM MARYLAND, on November 26, 2012, by unanimous written consent in lieu of a special joint meeting of the Board of Directors and Shareholders, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in this Plan of Merger were advised, authorized and approved, as required by GFM MARYLAND's Articles of Incorporation and the laws of the State of Maryland.

**SIXTH:** The Sole Stockholder and Sole Director of GFM FLORIDA, on November 26, 2012, by unanimous written consent in lieu of a special joint meeting of the Board of Directors and Shareholders, duly adopted a resolution declaring that a merger

substantially upon the terms and conditions set forth in this Plan of Merger were advised, authorized and approved, as required by the GFM FLORIDA's Articles of Incorporation and the laws of the State of Florida.

**SEVENTH:** All of the terms and provisions of the Articles of Incorporation of GFM FLORIDA, are hereby incorporated in this Plan and made a part hereof with the same force and effect as if herein set forth. From and after the Effective Date, being January 1, 2013, said Articles of Incorporation shall be, and may be separately certified as, the Articles of Incorporation, as amended, of the Surviving Entity.

**EIGHTH:** GFM MARYLAND has authority to issue shares of one class of stock, namely Five Thousand (5,000) shares of Common Stock with a One Dollar (\$1.00) par value having an aggregate par value of Five Thousand Dollars (\$5,000).

**NINTH:** GFM FLORIDA has authority to issue shares of one class of stock, namely Five Thousand (5,000) shares of Common Stock with a One Dollar (\$1.00) par value having an aggregate par value of Five Thousand Dollars (\$5,000).

**TENTH:** The manner and basis of converting or exchanging the issued stock of GFM MARYLAND and GFM FLORIDA and the treatment of any issued stock of GFM MARYLAND not to be so exchanged on the Effective Date shall be as follows:

(a) Each share of GFM MARYLAND, if any, which remains unissued on the Effective Date of this merger shall be cancelled.

(b) All of the stock in GFM FLORIDA, if any, which is issued and outstanding on the Effective Date shall remain issued and outstanding stock in the Surviving Entity.

(c) Each share of GFM MARYLAND stock which is issued and outstanding on the Effective Date shall be exchanged by GFM FLORIDA into stock of the Surviving Entity.

(d) After the merger transaction described above shall have become effective, each holder of an outstanding certificate or certificates theretofore representing GFM MARYLAND Common Stock shall surrender the same to GFM FLORIDA and each such holder thereupon shall be entitled to receive in exchange therefore a certificate or certificates representing the number of shares of GFM FLORIDA into which the GFM MARYLAND Common Stock represented by the certificate or certificates so

surrendered shall have been exchanged by the provisions hereof.

Until such surrender, GFM MARYLAND Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the shares of GFM FLORIDA to be delivered with respect to such shares of such capital stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of GFM MARYLAND stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of GFM MARYLAND stock delivered with respect to the shares represented by the surrendered certificate or certificates, with-out interest, the amount of such dividends which shall have theretofore become payable to them with respect to such GFM FLORIDA stock.

If any holder of an outstanding certificate or certificates representing GFM MARYLAND Common Stock shall deliver to Surviving Entity such affidavits, indemnity agreements or surety bonds as GFM FLORIDA shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of GFM FLORIDA, GFM FLORIDA shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing GFM MARYLAND Common Stock.

**ELEVENTH:** GFM MARYLAND through its Sole Stockholder and Director, and GFM FLORIDA through its Sole Stockholder and Director, by mutual consent, may amend, modify and supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the Sole Shareholder and Director of GFM MARYLAND and Sole Shareholder and Director of GFM FLORIDA or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the Sole Shareholder and Director of GFM MARYLAND and Sole Shareholder and Director of GFM FLORIDA in a manner which is materially adverse to such Sole Shareholders and Directors in their judgment.

**IN WITNESS WHEREOF,** GREENBLATT FINANCIAL MANAGEMENT, INC., a Maryland Corporation, and GREENBLATT FINANCIAL MANAGEMENT, INC., a Florida Corporation, the parties to the merger, have caused these Plan of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents and

witnessed or attested by their respective Secretaries as of the 26<sup>th</sup> day of November, 2012.

ATTEST:

  
Debra Greenblatt, Secretary

GREENBLATT FINANCIAL  
MANAGEMENT, INC., a Maryland  
Corporation

By:   
Debra Greenblatt, President

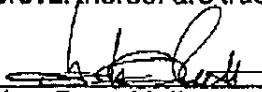
ATTEST:

  
Debra Greenblatt, Secretary


GREENBLATT FINANCIAL  
MANAGEMENT, INC., a Florida  
Corporation

By:   
Debra Greenblatt, President

**THE UNDERSIGNED**, Debra Greenblatt, Sole Shareholder, Sole Director and President of Greenblatt Financial Management, INC., a Maryland Corporation, who executed on behalf of said Corporation the foregoing Plan of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Plan of Merger, to be the corporate act of said Corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Debra Greenblatt,  
Sole Stockholder, Sole Director and President

**THE UNDERSIGNED**, Debra Greenblatt, Sole Shareholder, Sole Director and President of Greenblatt Financial Management, INC., a Florida Corporation, who executed on behalf of said Corporation the foregoing Plan of Merger of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Plan of Merger, to be the corporate act of said Corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Debra Greenblatt,  
Sole Stockholder, Sole Director and President