

P13000010900

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

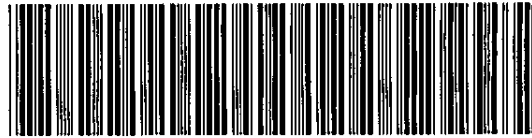
(Business Entity Name)

(Document Number)

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RECEIVED
DEPARTMENT OF STATE
14 OCT 28 PM 4:39

FILED
14 OCT 28 PM 1:44
FBI - NEW YORK

Merger

11-13-14

DC

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

11/12/14

DATE:

NAME: CAREER START, INC.

TYPE OF FILING: MERGER

COST: ~~138.75~~ 148.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 30, 2014

FLORIDA FILING & SEARCH SERVICES, INC.
WALK-IN

SUBJECT: CAREER START, INC.
Ref. Number: P13000010900

We have received your document for CAREER START, INC. and the authorization to debit your account in the amount of \$148.75. However, the document has not been filed and is being returned for the following:

The merger submitted was prepared in compliance with section 607.1105, F.S. which provides for mergers between two or more corporations. Since the merger involved corporations and a limited liability company, it should be filed in compliance with 607.1109, F.S. which provides for mergers between domestic corporations and other business entities as defined in 607.1108, F.S.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

Letter Number: 314A00023215

14 NOV 12 PM 2:20

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Reliant Staffing Systems Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Patricia E. Leone, Paralegal

Contact Person

Underberg & Kessler LLP

Firm/Company

300 Bausch & Lomb Place

Address

Rochester, New York 14604

City, State and Zip Code

pleone@underbergkessler.com

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

For further information concerning this matter, please call:

Patricia Leone

Name of Contact Person

at (585) 258-2870

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
14 OCT 28 PM 1:44

Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

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, 617.0302 or 605.1025, 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>
Career Start, Inc.	Florida	Domestic Business Corporation
Career Start Management Inc.	New York	Foreign Business Corporation
Career Start, LLC	New York	Foreign Limited Liability Company

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>
Reliant Staffing Systems Inc.	New York	Foreign Business Corporation

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, 605, 617, and/or 620, Florida Statutes.

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 no more than 90 days after the date this document is filed by the Florida Department of State:

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:

Reliant Staffing Systems Inc.

727 St. Paul Street

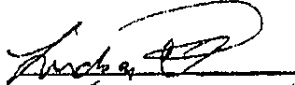
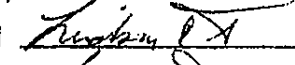
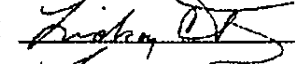
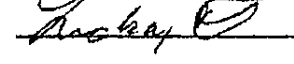
Rochester, New York 14605

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.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Career Start, Inc.</u>		<u>Lindsay Taliento, President</u>
<u>Career Start Management, Inc.</u>		<u>Lindsay Taliento, President</u>
<u>Reliant Staffing Systems Inc.</u>		<u>Lindsay Taliento, President</u>
<u>Career Start, LLC</u>		<u>Lindsay Taliento, Member</u>

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

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>
Career Start, Inc.	Florida	Domestic Business Corporation
Career Start Management Inc.	New York	Foreign Business Corporation
Career Start, LLC	New York	Foreign Limited Liability Company

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>
Reliant Staffing Systems Inc.	New York	Foreign Business Corporation

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

See attached.

(Attach additional sheet if necessary)

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:

See attached.

(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:

See attached.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(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:

(Attach additional sheet if necessary)

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

See attached.

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

**PLAN OF MERGER
OF
CAREER START, INC.
AND
CAREER START, LLC
AND
CAREER START MANAGEMENT INC.
INTO
RELIANT STAFFING SYSTEMS INC.**

1. Career Start, Inc., a corporation formed under and governed by the laws of the State of Florida, Career Start, LLC, a limited liability company formed under and governed by the laws of the State of New York, Career Start Management Inc., a corporation incorporated under and governed by the laws of the State of New York, and Reliant Staffing Systems Inc., a corporation incorporated under and governed by the laws of the State of New York, are the constituent entities.

2. Career Start, Inc., Career Start, LLC and Career Start Management Inc. (collectively, the "Merging Entities") shall be merged into Reliant Staffing Systems Inc., which shall be the survivor of the merger. The separate existences of the Merging Entities shall cease when the merger becomes effective in accordance with the laws of the jurisdictions of their respective organizations.

3. The street address of the principal place of business of Reliant Staffing Systems Inc. is: 727 St. Paul Street, Rochester, New York 14605.

4. The designation and number of outstanding shares of each class of Reliant Staffing Systems Inc. is 100 common shares with \$1.00 par value, all of which are entitled to vote. The number of such shares is not subject to change prior to the effective date of the merger.

5. The terms and conditions of the merger are as follows:

a. All of the outstanding shares in Career Start, Inc. shall be surrendered and cancelled.

b. All of the outstanding membership interests in Career Start, LLC shall be surrendered and cancelled.

c. All of the outstanding shares in Career Start Management Inc. shall be surrendered and cancelled.

d. The certificate of incorporation and by-laws of Reliant Staffing Systems Inc. shall remain unchanged until amended or changed as provided herein or as provided by law.

e. The directors and officers in office of Reliant Staffing Systems Inc. shall continue as the directors and officers until their respective successors are elected or appointed and qualified or until their tenure is otherwise terminated in accordance with the by-laws of Reliant Staffing Systems Inc.

6. All property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of the Merging Entities, including any amounts receivable by or from the Merging Entities, shall be transferred to, vest in, and devolve upon Reliant Staffing Systems Inc., the surviving corporation, without further act or deed as effectively as if each of the Merging Entities was the survivor of the merger.

7. Reliant Staffing Systems Inc. shall assume and be liable for all the liabilities, obligations and penalties of each of the constituent entities.