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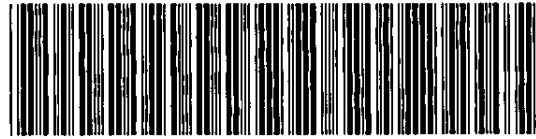
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 766589 4301763

AUTHORIZATION :

*Sybil Coleman*

COST LIMIT : \$ 78.75

ORDER DATE : August 16, 2013

ORDER TIME : 4:57 PM

ORDER NO. : 766589-025

CUSTOMER NO: 4301763

ARTICLES OF MERGER

TRANSNATIONAL TECHNOLOGIES  
INC.

INTO

TRANSNATIONAL TECHNOLOGIES  
(FLORIDA) INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS:

*10*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Transnational Technologies (Florida) 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:

Mark A. Goldsmith, Esq.  
(Contact Person)

Troutman Sanders LLP  
(Firm/Company)

405 Lexington Avenue  
(Address)

New York, NY 10174  
(City/State and Zip Code)

For further information concerning this matter, please call:

Mark A. Goldsmith, Esq. At(212) 704-6255  
(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

## 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)
Transnational Technologies (Florida) Inc.	Florida	P130000067657

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Transnational Technologies Inc.	New Jersey	

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**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.

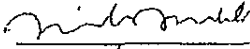
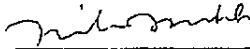
**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the board of directors and the shareholders of the surviving corporation on August 19, 2013.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the board of directors and the shareholders of the surviving corporation on August 19, 2013.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Transnational Technologies (Florida) Inc.</u>	<u></u>	<u>Nilesht, Mehta, President</u>
<u>Transnational Technologies Inc.</u>	<u></u>	<u>Nilesht Mehta, <i>President</i></u>

**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.

## **PLAN OF MERGER**

**WHEREAS**, TRANSNATIONAL TECHNOLOGIES INC., a New Jersey corporation ("TTI-NJ"), does not engage in any business of its own, but is a holding company; and

**WHEREAS**, the principal shareholder of TTI-NJ has relocated to Florida and has moved the principal offices of TTI-NJ to Florida;

**WHEREAS**, it is in the best interest of TTI-NJ to redomesticate its state of organization to Florida; and

**WHEREAS**, the shareholders of TTI-NJ have caused a Florida corporation to be formed under the name TRANSNATIONAL TECHNOLOGIES (FLORIDA) INC. ("TTI-FL") solely for the purpose of moving the state of organization of TTI-NJ to Florida;

**NOW, THEREFORE**, TTI-NJ and TTI-FL hereby adopt the Plan of Merger Reorganization and pursuant thereto:

1. TTI-NJ and TTI-FL shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of section 607.1101, Florida Statutes, be merged with and into a single corporation, to wit, TTI-FL, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of Florida. The separate existence of TTI-NJ, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

2. The articles of incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation; and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The by-laws of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into 0.8 share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued

as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. By operation of law, all of the assets and liabilities of the terminating corporation shall become the assets and liabilities of the surviving corporation.

7. For income tax purposes, the merger of the terminating corporation into the surviving corporation shall be treated as a tax free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code").

8. The surviving corporation shall succeed to the subchapter S status of the terminating corporation.

9. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

10. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for. Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, shall execute and file, at such times as they deem necessary and proper, such income tax and franchise tax returns of the terminating corporation and all other forms, returns, documents, instruments and information required by the Internal Revenue Service and all state and local tax authorities to be filed by reason of the adoption of this Plan of Merger and its treatment as a tax-free reorganization pursuant to Section 368(a)(1)(F) of the Code.

12. The effective date of the merger herein provided for in the State of New Jersey and in the State of Florida, respectively, shall be the date of filing of the Articles/Certificate of Merger in each said state.