

P13000101668

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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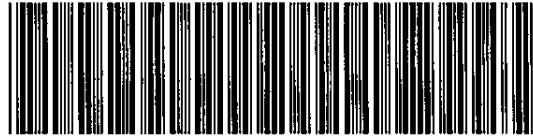
(Business Entity Name)

(Document Number)

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12/31/13--01024--007 \*\*78.75

EFFECTIVE DATE  
1-1-14

13 DEC 31 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

C. Lewis  
1-8-2014



PRINCETON | WEST TRENTON

Russell U. Schenkman, Esq.  
rus@schenkmanjennings.com

December 30, 2013

**VIA FEDERAL EXPRESS**

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

Re: **Dice Van Lines, Inc., a Florida corporation**  
Florida Document #P13000101668  
(the "Florida Corporation")  
**MERGER** with  
Dice Van Lines, Inc., a California corporation  
(the "California Corporation")

Dear Sir or Madam:

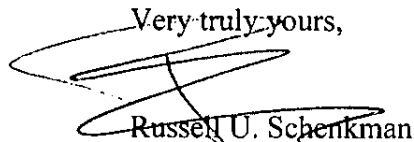
Attached hereto please find the following regarding the above-referenced entity, **Dice Van Lines, Inc., a Florida corporation**:

1. Florida Cover Letter
2. Articles of Merger
3. Plan of Merger (non-subsiary)

Please attend to the filing of the Merger of the California Corporation into the Florida Corporation, and return a filed copy in the envelope provided. I have also enclosed a check in the amount of \$78.75 made payable to the "Florida Department of State" to cover the cost of filing and certified copy.

If you have any questions or require anything further, please do not hesitate to contact me.

Very truly yours,



Russell U. Schenkman

RUS/enclosure

IFlorida SOS.Dice Van Lines.merger.12-30-13

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Dice Van Lines, 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:

Russell U. Schenkman

Contact Person

Schenkman Jennings L.L.C.

Firm/Company

13 Roszel Road, Suite C225

Address

Princeton, NJ 08540

City/State and Zip Code

PSwanhart@SchenkmanJennings.com

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

For further information concerning this matter, please call:

Russell U. Schenkman, Esq.

Name of Contact Person

At ( 609 )

452-0110

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

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AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

EFFECTIVE DATE

| <u>Name</u>          | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|----------------------|---------------------|--|
| Dice Van Lines, Inc. | Florida             | P13000101668                                     |

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

| <u>Name</u>          | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|----------------------|---------------------|--|
| Dice Van Lines, Inc. | California          | C1782358   |
| _____                | _____               | _____  |
| _____                | _____               | _____  |
| _____                | _____               | _____  |
| _____                | _____               | _____  |

**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** 1 / 1 / 2014 (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 January 1, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 1, 2014 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 January 1, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 1, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

APPROVED  
AND  
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TALLAHASSEE, FLORIDA

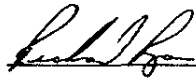
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Dice Van Lines, Inc.



Richard Ryan, President / Secretary

a Florida Corp.

Dice Van Lines, Inc.



Richard Ryan, President / Secretary

a California Corp.

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.

**First:** The name and jurisdiction of the surviving corporation:

| <u>Name</u>                 | <u>Jurisdiction</u> |
|-----------------------------|---------------------|
| <u>Dice Van Lines, Inc.</u> | <u>Florida</u>      |

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

| <u>Name</u>                 | <u>Jurisdiction</u> |
|-----------------------------|---------------------|
| <u>Dice Van Lines, Inc.</u> | <u>California</u>   |
| <u> </u>                    | <u> </u>            |
| <u> </u>                    | <u> </u>            |
| <u> </u>                    | <u> </u>            |
| <u> </u>                    | <u> </u>            |

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

Dice Van Lines, Inc., a California corporation, shall be merged with and into Dice Van Lines, Inc., a Florida corporation. Dice Van Lines, Inc., a Florida corporation, shall be the surviving corporation. The separate existence of Dice Van Lines, Inc., a California corporation, shall cease and the existence of Dice Van Lines, Inc., a Florida corporation, shall continue unaffected and unimpaired by the Merger, with all of the rights, privileges, immunities and powers, and subject to all of the duties and liabilities of a corporation organized under the corporation laws of the State of Florida.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

NOT APPLICABLE

OR

Restated articles are attached:

NOT APPLICABLE

Other provisions relating to the merger are as follows:

NOT APPLICABLE

## **PLAN OF MERGER CONTINUED**

### **ARTICLE FOURTH:**

The manner of converting the Dice Van Lines, Inc., a California corporation, Common Stock into Dice Van Lines, Inc., a Florida corporation, Common Stock on the Effective Date shall be as follows:

1. Each share of Dice Van Lines, Inc., a Florida corporation, Common Stock which shall be outstanding at the Effective Date shall remain outstanding.
2. All shares of Dice Van Lines, Inc., a California corporation, Common Stock ("**Old Shares**") outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished and be converted into Dice Van Lines, Inc., a Florida corporation, shares at the ratio of one (1) Old Share for one (1) share of Dice Van Lines, Inc., a Florida corporation, Common Stock.