

P13000101682

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

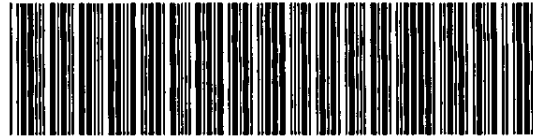
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/31/13--01024--006 **78.75

EFFECTIVE DATE
1-1-14

13 DEC 31 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. Lewis
1-8-14



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 Forwarding, Inc., a Florida corporation**
Florida Document #P13000101682
(the "Florida Corporation")
MERGER with
Dice Forwarding, Inc., a California corporation
(the "California Corporation")

Dear Sir or Madam:

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

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

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 Forwarding merger.12-31-13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dice Forwarding, 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. At (609) 452-0110
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

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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

Dice Forwarding, Inc.

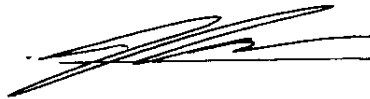
a Florida Corp.



John O'Connor, President / Secretary

Dice Forwarding, Inc.

a California Corp.



John O'Connor, President / Secretary

13 DEC 31 PM 1:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

Florida

Jurisdiction

California

Dice Forwarding, Inc., a California corporation, shall be merged with and into Dice Forwarding, Inc., a Florida corporation. Dice Forwarding, Inc., a Florida corporation, shall be the surviving corporation. The separate existence of Dice Forwarding, Inc., a California corporation, shall cease and the existence of Dice Forwarding, 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.

(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 Forwarding, Inc., a California corporation, Common Stock into Dice Forwarding, Inc., a Florida corporation, Common Stock on the Effective Date shall be as follows:

1. Each share of Dice Forwarding, Inc., a Florida corporation, Common Stock which shall be outstanding at the Effective Date shall remain outstanding.
2. All shares of Dice Forwarding, 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 Forwarding, Inc., a Florida corporation, shares at the ratio of one (1) Old Share for one (1) share of Dice Forwarding, Inc., a Florida corporation, Common Stock.