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13 DEC 31 PM 1: 25

SECRETARY OF STATE.

1. Lewis



PRINCETON I 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-subsidiary)

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.

Russell U. Schenkman

RUS/enclosure

IFlorida SOS.Dice Forwarding merger.12-31-13

## **COVER LETTER**

TO:	Amendment Se Division of Cor									
SUBJ	ECT:	Dice F	- orwa	rding,	Inc.					
		Name of Surv	iving Cor	poration						
The e	nclosed Articles o	f Merger and fee are	submitt	ted for	filing.					
Please	e return all corresp	ondence concerning	this ma	itter to	follow	ing:				
<del></del>	Russe	II U. Schenkman			<del></del>					
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	13 Rosze	el Road, Suite C226	5		<del>-</del>					
		eton, NJ 08540 ty/State and Zip Code			_					
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For fu	rther information	concerning this matte	er, plea:	se call:						
		chenkman, Esq.		_ At (_	609	) Area Co	ode & Day	452-011		<del></del>
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	STREET ADD Amendment Sec Division of Corp Clifton Building 2661 Executive Tallahassee, Flo	tion orations Center Circle			Ame Divi P.O.	endmer sion of Box 6		on		

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# **ARTICLES OF MERGER**

(Profit Corporations)

13 DEC 31 RH 1: 25

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:

-	<del></del> '	
Name	Jurisdiction	Document Number (If known/ applicable)
Dice Forwarding, Inc.	Florida	P13000101682
Second: The name and jurisdiction of each	n merging corporation:	EFECOTI
Name	Jurisdiction	Document Number /-/-// (If known/applicable)
Dice Forwarding, Inc.	California	C2150756
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effective Department of State.	e on the date the Articles of Merg	er are filed with the Florida
	ic date. NOTE: An effective date canno after merger file date.)	t be prior to the date of filing or more
<b>Fifth:</b> Adoption of Merger by <u>surviving</u> of The Plan of Merger was adopted by the sha		
The Plan of Merger was adopted by the bo- January 1, 2014 and shareholde	ard of directors of the surviving c er approval was not required.	orporation on
Sixth: Adoption of Merger by merging co. The Plan of Merger was adopted by the sha		
The Plan of Merger was adopted by the boy January 1, 2014 and shareholder	ard of directors of the merging co er approval was not required.	rporation(s) on

# APPROVED AND FILED

Seventh: SIGNATURES F	OR EACH CORPORATION	13 DEC 31 PM 1: 25
Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Dice Forwarding, Inc.		John O'Connor, President / Secretary
a Florida Corp.	·	
Dice Forwarding, Inc.		John O'Connor, President / Secretary
a California Corp.		
	<del></del>	
	·	

APPROVED AND FILED

# PLAN OF MERGER

(Non Subsidiaries)

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

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.

Name	Jurisdiction
Dice Forwarding, Inc.	Florida
Second: The name and jurisdiction of each mergi	ng corporation:
Name	<u>Jurisdiction</u>
Dice Forwarding, Inc.	California

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

First: The name and jurisdiction of the <u>surviving</u> corporation:

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.

**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

## <u>OR</u>

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.