

5/27/2014

Division of Corporations

Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 617-6380

**From:**

Account Name : VCORP SERVICES, LLC  
Account Number : I20080000067  
Phone : (845) 425-0077  
Fax Number : (845) 818-3588

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**MERGER OR SHARE EXCHANGE  
ANNISTON AFFILIATES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

C. LEWIS  
MAY 28 2014  
EXAMINER

APPROVED  
AND  
FILED

14 MAY 27 AM 11:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

14 MAY 27 PM 4:53

ARTICLES OF MERGER  
OF  
ANNISTON AFFILIATES, INC.  
WITH AND INTO  
ANNISTON AFFILIATES, INC.

(Under Section 607.1109 of the Florida Statutes)

FIRST: The name of each constituent entity is as follows:

- (A) ANNISTON AFFILIATES, INC., a New York corporation, the merged entity; and
- (B) ANNISTON AFFILIATES, INC., a Florida corporation, the surviving corporation. *P14000045206*

SECOND: The name of the surviving corporation is ANNISTON AFFILIATES, INC., a Florida corporation.

THIRD: The date of filing of the Certificate of Incorporation for the merged corporation ANNISTON AFFILIATES, INC., a New York corporation, was February 17, 1999. The surviving corporation, ANNISTON AFFILIATES, INC., was incorporated under the laws of the State of Florida. The date of filing of the Articles of Incorporation for the surviving corporation, ANNISTON AFFILIATES, INC., a Florida corporation, was May 21, 2014.

FOURTH: The Plan of Merger is attached hereto and made a part hereof. The Plan of Merger was approved by the surviving corporation, ANNISTON AFFILIATES, INC., a Florida corporation in accordance with the applicable provisions of Sections 607.1101 and 607.1103 of the Florida Statutes. The Plan of Merger was approved by the merged corporation, ANNISTON AFFILIATES, INC., a New York corporation in accordance with the applicable laws of the State of New York.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 22-day of May, 2014.

ANNISTON AFFILIATES, INC., A New  
York corporation, the merged corporation

By: *Arthur Asch*  
Arthur Asch, President

ANNISTON AFFILIATES, INC., A  
Florida corporation, the surviving  
corporation

By: *Arthur Asch*  
Arthur Asch, President

14 MAY 27 AM 11:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
PLAN OF MERGER

OF

ANNSITON AFFILIATES, INC. (NY)

WITH AND INTO

ANNISTON AFFILIATES, INC. (FL)

FIRST: (a) The exact name, entity type and jurisdiction of each merging party/constituent corporation is as follows:

ANNISTON AFFILIATES, INC., a New York Corporation ("ANNISTON (NY)").

ANNISTON AFFILIATES, INC., a Florida Corporation ("ANNISTON (FL)").

(b) The name of the surviving corporation is ANNISTON AFFILIATES, INC., a Florida corporation, and following the merger its name shall continue to be ANNISTON AFFILIATES, INC.

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of Shares entitled to Vote</u>
ANNISTON (NY)	Common Stock no par value, 200 shares authorized, 100 shares issued	Common Stock

ANNISTON (FL)      Common Stock, no par value, 200 shares      Common Stock  
                                  authorized, 100 shares issued

THIRD:      The terms and conditions of the merger including the manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation are as follows:

- (a) All of the shares of the surviving corporation, ANNISTON (FL), are held by the merging corporation, ANNISTON (NY), and all such shares which are issued and outstanding on the effective date of the merger shall be automatically cancelled and terminated.
- (b) All of the shares of the merging corporation, ANNISTON (NY), which are issued and outstanding on the effective date of the merger shall be exchanged for shares of the surviving corporation, ANNISTON (FL), such that the shareholders of the merging corporation, ANNISTON (NY), shall become shareholders of the surviving corporation, ANNISTON (FL), each such shareholder to hold shares of the surviving corporation, ANNISTON (FL) in the same proportion as such shareholders held shares of the merging corporation, ANNISTON (NY) prior to the merger.
- (c) Following the effectiveness of the merger, the following shareholders shall hold the shares of ANNISTON (FL) set forth opposite their name:
 

Arthur Asch	100 Shares
-------------	------------
- (d) After the effective date of this agreement each holder of an outstanding certificate representing shares of common stock of ANNISTON (NY), the merged corporation, shall surrender the same to ANNISTON (FL), the surviving corporation, and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of ANNISTON (FL), the surviving corporation, on the basis provided herein. Until so surrendered the outstanding shares of the stock of ANNISTON (NY), the merged corporation, to be converted into the stock of ANNISTON (FL), the surviving corporation, as provided herein, may be treated by the surviving

corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this agreement each registered owner of any uncertificated shares of common stock of ANNISTON (NY), the merged corporation, shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of ANNISTON (FL), the surviving corporation, on the basis provided herein.

- (c) The by-laws of ANNISTON (FL), the surviving corporation, as they shall exist on the effective date of this agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- (f) The directors and officers of ANNISTON (FL), the surviving corporation, shall continue in office until their successors shall have been elected and qualified.
- (g) This merger shall become effective upon filing of Articles of Merger with the Florida Department of State.
- (h) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the surviving corporation are fully authorized

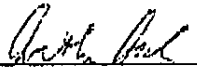
in the name of the merged corporation or otherwise to take any and all such action.

- (i) ANNISTON (FL), the surviving corporation hereby (i) agrees that it may be served with process in the State of New York in any proceeding for the enforcement of any obligation of ANNISTON (NY), the merged corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of ANNISTON (NY), the merged corporation; (ii) irrevocably appoints the Secretary of State of New York as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of ANNISTON (NY), the merged corporation, the amount, if any, to which they shall be entitled pursuant to the laws of the State of New York.

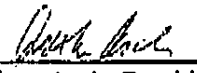
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDACERTIFICATIONS

I, Arthur Asch, President of ANNISTON AFFILIATES, INC., a New York corporation, hereby certify under penalties of perjury that the within Plan of Merger was duly submitted and approved by an Action by Unanimous Written Consent of the Sole Director dated May 22, 2014 and the Plan of Merger was submitted and approved by an Action by Unanimous Written Consent of the Sole Shareholder dated May 22, 2014.

  
\_\_\_\_\_  
Arthur Asch, President  
Dated the 22 day of May, 2014

I, Arthur Asch, President of ANNISTON AFFILIATES, INC., a Florida corporation, hereby certify under penalties of perjury that the within Plan of Merger was duly submitted and approved by an Action by Unanimous Written Consent of the Sole Director dated May 22, 2014 and the Plan of Merger was submitted and approved by an Action by Unanimous Written Consent of the Sole Shareholder dated May 22, 2014.

  
\_\_\_\_\_  
Arthur Asch, President  
Dated the 22 day of May, 2014