

2/17/2015 12:32:08 From: To: 8506175380

Division of Corporations

(1/8)

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P15000013476

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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

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Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

RE SUBMIT

2/13

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
DESAI CAPITAL MANAGEMENT INCORPORATED

Certificate of Status	0
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134

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Merger

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February 16, 2015

FLORIDA DEPARTMENT OF STATE

Division of Corporations

DESAI CAPITAL MANAGEMENT INCORPORATED
130 GREEN TURTLE WAY
VERO BEACH, FL 32963

SUBJECT: DESAI CAPITAL MANAGEMENT INCORPORATED
REF: P15000013476

RE-SUBMIT

DATE OF SUBMISSION 2/13

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE COMPLETE SECTION SIXTH OF THE ARTICLES OF MERGER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

FAX Aud. #: H15000038125
Letter Number: 015A00003166

RECEIVED

15 FEB 17 AM 12:41

STATE OF FLORIDA
DIVISION OF CORPORATIONS
VERO BEACH, FL 32963

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Desai Capital Management Incorporated
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Patricia L. Morrison
Contact Person

DLA Piper LLP (US)
Firm/Company

6225 Smith Avenue
Address

Baltimore, MD 21209
City/State and Zip Code

patricia.morrison@dlapiper.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patricia L. Morrison
Name of Contact Person

At (410) 580-4413
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

FILED
15 FEB 13 AM 8:37
CLERK OF SUPERIOR COURT
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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Desai Capital Management Incorporated</u>	<u>Florida</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Desai Capital Management Incorporated</u>	<u>New York</u>	<u>N/A</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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 / / (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 February 9, 2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 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 02/09/2015.

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

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Desul Capital Management

Richardson.

Rohit M. Desai, President

Incorporated (NY)

Desai Capital Management

2. Antibiotics.

Robit M. Dosai, President

AGREEMENT AND PLAN OF MERGER

By and between

DESAI CAPITAL MANAGEMENT INCORPORATED
a New York corporation,
as the Merging Entity

and

DESAI CAPITAL MANAGEMENT INCORPORATED,
a Florida corporation,
as the Surviving Entity

February 9, 2015

Recitals:

WHEREAS, Desai Capital Management Incorporated, a New York corporation (the "*Merging Entity*") was formed as a New York corporation pursuant to a Certificate of Incorporation filed with the Secretary of State of the State of New York on June 6, 1984;

WHEREAS, Desai Capital Management Incorporated, a Florida corporation (the "*Surviving Entity*") was formed as a Florida corporation pursuant to Articles of Incorporation filed with the Department of State of the State of Florida on February 9, 2015;

WHEREAS, the merger of the Merging Entity with and into the Surviving Entity (the "*Merger*") has been approved by (i) the sole stockholder and all of the directors of the Surviving Entity in the manner and with such vote as required by the Florida Business Corporation Act, the New York Business Corporation Law and the Charter of the Surviving Entity, and (ii) the sole stockholder and all of the directors of the Merging Entity in the manner and with such vote as required by the New York Business Corporation Law, the Florida Business Corporation Act and the Charter of the Merging Entity.

NOW, THEREFORE, in consideration of the promises and the mutual agreements hereinafter set forth, the parties hereby agree as follows:

FIRST: The Merging Entity shall merge with and into the Surviving Entity, and the Surviving Entity shall survive the Merger.

SECOND: The Surviving Entity shall continue as a corporation under the Florida Business Corporation Act.

THIRD: The manner and basis of converting or exchanging issued and outstanding stock of the Merging Entity into different stock or other consideration shall be as follows: Each share of stock of the Merging Entity issued and outstanding immediately prior to the Merger shall, automatically and without the requirement of any further act, be converted into one (1) share of the common stock of the Surviving Entity. All of the stock of the Surviving Entity issued and outstanding immediately prior to consummation of the Merger shall be cancelled and retired as a result of the Merger.

FOURTH: The Articles of Incorporation of the Surviving Entity in effect at the time of the Merger shall remain the Articles of Incorporation of the Surviving Entity, until amended in accordance with the Florida Business Corporation Act.

FIFTH: The Surviving Entity shall file, or cause to be filed, articles of merger with the appropriate governmental authorities and make all other filings or recordings necessary, advisable or convenient under the laws of the State of Florida to carry out and give full effect to the Merger.

SIXTH: The Surviving Entity shall file, or cause to be filed, a certificate of merger with the appropriate governmental authorities and make all other filings or recordings necessary, advisable or convenient under the laws of the State of New York to carry out and give full effect to the Merger.

SEVENTH: The Merger shall become effective at such time as is specified in the Articles of Merger.

EIGHTH: Each of the Surviving Entity and the Merging Entity intends that this Agreement and Plan of Merger constitute a "plan of reorganization" for purposes of Sections 354(a) and 361(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and intends further that the Merger qualify as a "reorganization" within the meaning of Section 368(a)(1)(F) of the Code.


[signatures appear on following page]


IN WITNESS WHEREOF, the parties hereto have hereby executed and adopted this Agreement and Plan of Merger.

ATTEST/WITNESS:

MERGING ENTITY:

DESAI CAPITAL MANAGEMENT
INCORPORATED, a New York corporation

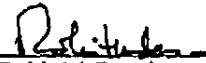

Katharine B. Desai, Secretary

By: 
Rohit M. Desai
Its: President

SURVIVING ENTITY:

DESAI CAPITAL MANAGEMENT
INCORPORATED, a Florida corporation


Katharine B. Desai, Secretary

By: 
Rohit M. Desai
Its: President