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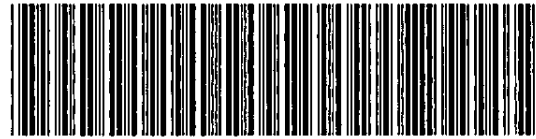
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17 FEB 27 AM 9:58

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** R.W.E. of Florida, Inc.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

James D. Dati, Esq.

Contact Person

Bond, Schoeneck & King, PLLC

Firm/Company

4001 Tamiami Trail North, Suite 250

Address

Naples, FL 34103-3555

City/State and Zip Code

J.dati@bsk.com

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

For further information concerning this matter, please call:

James D. Dati

Name of Contact Person

At ( 239 ) 659-3845

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

**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)
R.W.E. of Florida, Inc.	Florida	P17000007924

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
R.W.E., Inc.	New Jersey	0100699807

**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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 2/23/2017.

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 2/23/2017.

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)

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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

R.W.E. of Florida, Inc.

Miguel Beradue  
Miguel Beradue

Michael A. Bonaduce, President

R.W.E., Inc.

Michael A. Bonaduce, President

**R.W.E., INC., a New Jersey corporation  
and  
R.W.E. OF FLORIDA, INC., a Florida corporation**

**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this “**Agreement**”), dated effective as of February 21, 2017, is entered into between R.W.E., INC., a New Jersey corporation (“**R.W.E. – NJ**”), pursuant to Section 14A:10-1 *et seq.* of the New Jersey Business Corporation Act (the “**NJBCA**”), and R.W.E. OF FLORIDA, INC., a Florida corporation, (“**R.W.E. – FL**”), pursuant to Section 607.1101 *et. seq.* of the Florida Revised Limited Liability Company Act (“**FLBCA**”).

**RECITALS**

- A. The sole shareholder of R.W.E. - NJ is the same sole shareholder of R.W.E. - FL (the “**Shareholder**”), and the Shareholder owns all of the issued and outstanding stock of each corporation.
- B. Both R.W.E – FL and R.W.E. - NJ are classified as “S” Corporations for federal income tax purposes.
- C. The Shareholder desires to merge R.W.E.- NJ into R.W.E. - FL (the “**Merger**”), pursuant to the terms set forth below.
- D. R.W.E – FL, R.W.E. – NJ and the Shareholder desire that for tax purposes the Merger be a merger under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the “**Code**”).
- E. FLBCA Section 14A:10-1 *et.seq.*, and NJBCA Section 14A:10-1 *et. seq.* authorize the Merger.

NOW, THEREFORE, the constituent entities, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

**TERMS**

- 1. Incorporation of Recitals. The parties hereby incorporate the above recitals A – E as if they were set forth in full herein.
- 2. Merger. R.W.E. – NJ hereby merges into R.W.E. - FL, which latter corporation shall be the surviving entity.
- 3. Articles of Incorporation of R.W.E. – FL. The Articles of Incorporation of R.W.E. - FL, as in effect on the date of the Merger, shall continue in full force and effect as the Articles of Incorporation of R.W.E. - FL after the Merger.

3.1 All of the applicable provisions of the laws of the State of Florida under which R.W.E. - FL was organized (incorporated) have been, or upon compliance with filing and recording requirements will have been, complied with.

4. Converting Shareholder Interests, R.W.E. - FL. All of the Shareholders' share interests in R.W.E. - NJ existing on the effective date of the Merger, and all rights in respect thereof, shall forthwith be changed and converted into share interests in R.W.E. - FL on a one for one basis. After the Merger, MICHAEL A. BONADUCE, the Shareholder, shall own 100% of the issued and outstanding shares of R.W.E. - FL.

5. Terms and Conditions. The terms and conditions of the Merger are as follows:

5.1 Surrender of R.W.E. - NJ Share Interest. The Shareholder shall surrender his R.W.E. - NJ shares in exchange for share interests in R.W.E. - FL.

5.2 Effective Date of the Merger. The Merger shall become effective upon filing of the Certificate of Merger of R.W.E.- NJ into R.W.E. - FL with the State of New Jersey Division of Revenue, and upon filing of the Articles of Merger of R.W.E. - NJ into R.W.E. - FL with the Florida Department of State.

5.3 Transfer of Property, Rights and Privileges. Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of R.W.E. - NJ shall be transferred to, vested in and devolve upon R.W.E.- FL without further act or deed, and all property, rights and every other interest of R.W.E. - NJ shall be the property of R.W.E. - FL. R.W.E. - NJ hereby agrees from time to time, as and when requested by R.W.E. - FL or by its successors or assignees, 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 R.W.E. - FL may deem necessary or desirable in order to (1) vest in and confirm to R.W.E. - FL title to and possession of any property of R.W.E. - NJ, and (2) carry out the intent and purposes of this Agreement.

5.4 Service of Process; Designation of Agent - New Jersey.

(a) R.W.E. - FL agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of R.W.E. - NJ, which is a party to this Merger.

(b) R.W.E. - FL agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of the rights, if any, of a dissenting shareholder of R.W.E. - NJ, to which they may be entitled under the provisions of Title 14A against the surviving or new corporation.

(c) R.W.E. - FL irrevocably appoints the Treasurer of New Jersey as its agent to accept service of process in any proceeding described in subsections (a) and (b) above, and the post office address to which the New Jersey Secretary of State shall mail a copy of the process in such proceeding is

15400 Almaco Circle, Bonita Springs, Florida 34135

until R.W.E. - FL shall have hereafter designated in writing to the New Jersey Secretary of State a different address for such purpose.

(d) Dissenting Shareholder Claims. R.W.E. - FL agrees that it will promptly pay to the dissenting shareholders of R.W.E. - NJ the amount, if any, to which they shall be entitled under the provisions of the NJBCA with respect to the rights of dissenting shareholders.

5.5 Service of Process; Designation of Agent – Florida.

(a) R.W.E. - FL agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of R.W.E. - FL, as well as for enforcement of any obligation of R.W.E. - FL arising from the Merger, other than those obligations described in Section 5.4 (a) and (b), above.

(b) R.W.E. - FL irrevocably appoints the Florida Secretary of State as its agent to accept service of process in any proceeding described in subsection (a) above. The principle business and post office address of R.W.E. - FL to which the Florida Secretary of State shall mail a copy of any process against R.W.E. - FL served upon him or her is

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until R.W.E. - FL shall have hereafter designated in writing to the Florida Secretary of State a different address for such purpose.

5.5 Classification of the Merger. For tax purposes, the Merger shall be classified as a merger under Code Section 368(a)(1)(F).

6. Termination and Amendment. Notwithstanding anything contained in this Agreement to the contrary, this Agreement may be terminated and abandoned by either party at any time prior to the date of filing the Certificate of Merger/Consolidation (UMC-2) with the New Jersey Division of Revenue, or the Articles of Merger with the Florida Department of State, Division of Corporations. This Agreement may be amended by the unanimous agreement of the parties at any time prior to the date of filing of the Certificate of Merger with the Secretary of the New Jersey Division of Revenue, or the Articles of Merger/Consolidation with the Florida Department of State, provided that an amendment made subsequent to the adoption of this Agreement by the parties shall not alter or change any term of the Articles of Incorporation of R.W.E. - FL to be effected by the Merger.


**IN WITNESS WHEREOF**, pursuant to the approval and authority duly given by resolutions adopted by all of the shareholders of each of R.W.E. - NJ and R.W.E. - FL, the parties to this Agreement and to the Plan of Merger, have caused this Agreement to be executed by the parties effective as of the date first set forth above.

R.W.E., Inc., a New Jersey corporation

By:   
Michael A. Bonaduce  
President

[Corporate Seal]

R.W.E. OF FLORIDA, INC., a Florida corporation

By:   
Michael A. Bonaduce  
President

[Corporate Seal]