

P93000073929

Susie Knight

(Requestor's Name)

CSC

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

12/4-off 12/31

Merger

P93-73929

Office Use Only

302A00064481



900009152329

MJM

SECTION 601, STATE
TALLAHASSEE, FLORIDA

02 DEC -4 PM 5:53

FILED



ACCOUNT NO. : 072100000032

REFERENCE : 840882 4307494

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pigute

ORDER DATE : December 3, 2002

ORDER TIME : 10:02 AM

ORDER NO. : 840882-015

CUSTOMER NO: 4307494

CUSTOMER: Mr. Steven P. Rapoport
Kay & Boose
One Dag Hammarskjold Plaza
31st Floor
New York, NY 10017

ARTICLES OF MERGER

NDL, LTD.

INTO

CCC-COMMAND CONSULTING
CORPORATION

EFFECTIVE DATE: 12/31/2002 **

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

NDL, LTD., a Delaware entity

INTO

CCC-COMMAND CONSULTING CORPORATION, a Florida entity,
P93000073929.

File date: December 4, 2002 , effective December 31, 2002

Corporate Specialist: Michelle Hodges

Account number: 072100000032

Amount charged: 87.50

FILED
02 DEC -4 PM 5:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

**NDL, LTD.,
a Delaware corporation**

AND

pg 3-73929

**CCC-COMMAND CONSULTING CORPORATION,
a Florida corporation**

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger:

1. Annexed hereto and made a part hereof is the Plan of Merger, and a Plan and Agreement of Merger, for merging NDL, Ltd. with and into CCC-COMMAND CONSULTING CORPORATION.

2. The merger of NDL, Ltd. with and into CCC-COMMAND CONSULTING CORPORATION is permitted by the laws of the jurisdiction of organization of NDL, Ltd. and is in compliance with said laws. The date of adoption of the Plan and Agreement of Merger by the sole stockholder NDL, Ltd. was December 2, 2002.

3. The sole shareholder of CCC-COMMAND CONSULTING CORPORATION entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 2, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 9:00 a.m on December 31, 2002.

Executed on December 2, 2002

NDL, Ltd.

By: 

Nicole Durr, President

**CCC-COMMAND CONSULTING
CORPORATION**

By: 

Nicole Durr, President

PLAN OF MERGER

OF

**NDL, LTD.,
a Delaware corporation,**

WITH AND INTO

**CCC-COMMAND CONSULTING CORPORATION,
a Florida corporation.**

Effective December 31, 2002

**KAY & BOOSE LLP
One Dag Hammarskjold Plaza
New York, New York 10017-2299**

PLAN OF MERGER adopted for

NDL, LTD.,

a business corporation organized under the laws of the State of Delaware,
by resolution of its Board of Directors on December 2, 2002,
and adopted for **CCC-COMMAND CONSULTING CORPORATION,**
a business corporation organized under the laws of the State of Florida,
by resolution of its Board of Directors on December 2, 2002

The names of the corporations planning to merge are NDL, LTD., a business corporation organized under the laws of the State of Delaware, and CCC-COMMAND CONSULTING CORPORATION, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which NDL, LTD. plans to merge is CCC-COMMAND CONSULTING CORPORATION.

1. On the Effective Date (defined below) NDL, LTD. and CCC-COMMAND CONSULTING CORPORATION shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, CCC-COMMAND CONSULTING CORPORATION, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "*surviving corporation*", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of NDL, LTD., which is sometimes hereinafter referred to as the "*non-surviving corporation*", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be surrendered to the non-surviving corporation and cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholder of the surviving corporation for her approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholder entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The merger described herein shall be effective on December 31, 2002 (the "Effective Date").