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MERGER OR SHARE EXCHANGE

GUMENICK INVESTMENTS NO. 1, INC.

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Page Count	7
Estimated Charge	\$70.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 14, 2004

GUMENICK INVESTMENTS NO. 1, INC.  
6600 WEST BROAD STREET  
SUITE 100  
RICHMOND, VA 23230

SUBJECT: GUMENICK INVESTMENTS NO. 1, INC.  
REF: P94000032255

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

ARTICLES OF MERGER INVOLVING A FLORIDA AND A FOREIGN PROFIT CORPORATION ARE FILED PURSUANT TO SECTION 607.1105, FLORIDA STATUTES. PLEASE CORRECT THE STATUTE NUMBER IN THE FIRST PARAGRAPH OF THE ARTICLES OF MERGER ACCORDINGLY. (PLEASE REMOVE ANY REFERENCE TO 607.1109, F.S.)

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Darlene Cornell  
Document Specialist

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## ARTICLES OF MERGER

## BETWEEN

GUMENICK INVESTMENTS NO. 1, INC., A FLORIDA CORPORATION

## AND

GUMENICK INVESTMENTS NO. 1, INC., A VIRGINIA CORPORATION

The undersigned, pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), hereby execute the following Articles of Merger and set forth:

1. The Plan and Agreement of Merger (the "Plan") attached as Schedule A provides for the merger (the "Merger") of Gumenick Investments No. 1, Inc. ("Gumenick FL"), a Florida corporation, and Gumenick Investments No. 1, Inc. ("Gumenick VA"), a Virginia corporation. Gumenick VA will be the surviving corporation. The Plan constitutes the "plan of merger" for the purposes of Section 607.1101 of the Act.

2. The Plan was adopted by the written consent of the sole shareholder of Gumenick VA in accordance with Section 13.1-718 of the Virginia Stock Corporation Act.

3. The Plan was adopted by the written consent of the sole shareholder of Gumenick FL in accordance with Section 607.1103 of the Act.

4. The principal place of business of Gumenick VA is 6600 West Broad Street, Richmond, Virginia 23226.


5. Gumenick VA is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Gumenick FL.

6. Gumenick VA has agreed to promptly pay to any dissenting shareholder of Gumenick FL the amount, if any, to which he is entitled under Section 607.1302 of the Act.


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04 SEP 13 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GUMENICK INVESTMENTS NO. 1, INC., a Florida  
Corporation**

By:   
Jerome Gumenick  
President

**GUMENICK INVESTMENTS NO. 1, INC., a Virginia  
corporation**

By:   
Jerome Gumenick  
President

## Schedule A

PLAN OF MERGER  
OF  
GUMENICK INVESTMENTS NO. 1, INC., A FLORIDA CORPORATION  
WITH AND INTO  
GUMENICK INVESTMENTS NO. 1, INC., A VIRGINIA CORPORATION

1. **The Merger.** At the Effective Time (as hereinafter defined), Gumenick Investments No. 1, Inc., a Florida corporation ("Gumenick FL"), shall be merged (the "Merger") with and into Gumenick Investments No. 1, Inc., a Virginia corporation ("Gumenick VA"), and Gumenick VA shall be the surviving corporation in the Merger (in such capacity, the "Surviving Corporation"), all upon the terms and subject to the conditions of (i) this Plan of Merger and (ii) in accordance with the Florida Business Corporation Act (the "FBCA") and the Virginia Stock Corporation Act (the "VSCA"). The Merger shall have the effects set forth in Section 13.1-721 of the VSCA and Section 607.11101 of the FBCA.
2. **Effective Time.** The Merger shall become effective at such date or time that is specified in the Certificate of Merger to be issued by the State Corporation Commission of the Commonwealth of Virginia (the "Effective Time").
3. **Certificate of Incorporation.** At the Effective Time, the Certificate of Incorporation of Gumenick VA as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended in accordance with its terms and the VSCA.
4. **Bylaws.** At the Effective Time, the Bylaws of Gumenick VA, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended in accordance with its terms and the VSCA.
5. **Directors and Officers.** The directors of Gumenick VA immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation. The officers of Gumenick VA immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation. Each director and officer of the Surviving Corporation shall hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation until his or her successor is duly appointed and qualified.
6. **Effect of Merger on Capital Stock.** At the Effective Time, each share of common stock of Gumenick FL issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall cease to be outstanding, shall be canceled and retired without payment of any consideration thereof and shall cease to exist.
7. **Termination.** This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Time by either Gumenick FL or Gumenick VA by action of their respective Boards of Directors.

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IN WITNESS WHEREOF, Gumenick FL and Gumenick VA have caused this  
Plan of Merger to be effective as of July 30, 2004.

GUMENICK INVESTMENTS NO. 1, INC.,  
a Florida corporation

By: Jerome Gumenick  
Jerome Gumenick  
President

GUMENICK INVESTMENTS NO. 1, INC.,  
a Virginia corporation

By: Jerome Gumenick  
Jerome Gumenick  
President