

P96000065721

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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*****87.50 *****87.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GSC Industries, Inc. P96-65721
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4/14 ☐ Certified Copy
☐ Mail out ☐ Will wait ☒ Photocopy Stamped ☐ Certificate of Status

NEW FILINGS

Name	Profit
Availability	NonProfit
Document	Limited Liability
Examine	Domestication DCC
Updater	Other DCC

OTHER FILINGS

Updater	Annual Report
Verifier	Recognition DCC
Ac	Fictitious Name
W P. Verifier	DCC
Name Reservation	

AMENDMENTS

Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
<input checked="" type="checkbox"/> Merger

REGISTRATION/
QUALIFICATION

Foreign
Limited Partnership
Reinstatement
Trademark
Other

99 APR 14 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Examiner's Initials

7 pages



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 14, 1999

CAPITOL SERVICES
PARALEGAL & ATTORNEY SERVICE BUREAU, INC
1406 HAYS STREET, SUITE 2
TALLAHASSEE, FL 32301

SUBJECT: GSC INDUSTRIES, INC.
Ref. Number: P96000065721

We have received your document for GSC INDUSTRIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 099A00018973

ARTICLES OF MERGER
Merger Sheet

MERGING:

GSC INDUSTRIES, INC., A FLORIDA CORPORATION (P96000065721)

INTO

GSC INDUSTRIES, LLC., entity not qualified in Florida.

File date: April 14, 1999

Corporate Specialist: Diane Cushing

Agreement of Merger

Agreement made October 15, 1998 between GSC Industries LLC, a Limited Liability Company Organized and existing under the laws of the State of Nevada, having its principal office at 7472 Sahara Boulevard, Suite 100L, Las Vegas, Nevada 89117, State of Nevada and GSC Industries, Inc., a corporation organized and existing under the laws of the State of Florida, having its principal office and place of business at 12700 Biscayne Boulevard, Suite 206, Miami, Florida 33181, County of Miami-Dade, State of Florida.

Recitals

1. The total number of membership units which GSC Industries LLC is authorized to issue is 1,000.
2. The total number of shares of stock which GSC Industries, Inc. is authorized to issue is 1,000 shares, \$1.00 par value.
3. The Boards of Directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders and members that GSC Industries, Inc. be merged into GSC Industries, LLC.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Florida and Nevada Statutes that GSC Industries, Inc. shall be merged into GSC Industries, LLC as a single Limited Liability Company; and the parties hereto hereby agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of GSC Industries, Inc. into membership certificates of GSC Industries, LLC as follows:

SECTION ONE

GSC INDUSTRIES LLC TO BE SURVIVING ENTITY

P96000065721 (non-qualified)
GSC Industries, Inc. shall be merged into GSC Industries, LLC and the corporate existence of GSC Industries, Inc. shall cease and the corporate existence of GSC Industries, LLC shall continue under the name GSC Industries, LLC and GSC Industries, LLC shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and shall become subject to all the debts and liabilities of the constituent corporations as if GSC Industries, LLC had itself incurred them.

SECTION TWO

The principal office of GSC Industries, LLC shall be 7472 West Sahara Boulevard, Suite 100L, Las Vegas, Nevada 89117.

SECTION THREE
OBJECTS AND PURPOSES

The nature of the business and the objects and purposes to be proposed to be transacted, promoted and carried on by the Limited Liability Company following the merger are to engage in any lawful activity including but not limited to buying, selling and leasing property, lending and investing money, rendering business advice and acting on behalf of itself and others to the maximum extent permitted by law in business transactions.

ARTICLES OF ORGANIZATION

The articles of organization of GSC Industries, LLC as amended, shall on the effective date of the merger be as filed with the State of Nevada on September, 1998.

SECTION FOUR
BYLAWS

The present bylaws of GSC Industries, LLC, insofar as not inconsistent with the Agreement of Merger. Shall be the bylaws of the Limited Liability Company following the merger until altered, amended or repealed as provided therein.

SECTION FIVE
NAMES AND ADDRESSES OF MANAGING MEMBERS

The names and addresses of the persons who shall constitute the managing members of GSC Industries, LLC, following merger, and who shall hold office until the first annual meeting of the members of GSC Industries, LLC following the merger are:

Robert D. Grossman,	7472 Sahara Blvd., Suite 100L, Las Vegas, NV	89117
Robert Cornwall	7472 Sahara Blvd., Suite 100L, Las Vegas, NV	89117
Thomas Schidel	7472 Sahara Blvd., Suite 100L, Las Vegas, NV	89117

SECTION SIX
METHOD OF CONVERTING SHARES

Immediately upon the Agreement of Merger becoming effective, the shares of GSC Industries, Inc. shall, without any other action on the part of the respective holders thereof, become and be converted into an equal number of membership units of GSC Industries, LLC.

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TALLAHASSEE, FL 32301

SECTION SEVEN
DIVIDENDS PRIOR TO MERGER

Until this Agreement of Merger becomes effective or is abandoned the constituent corporations may pay dividends on their shares of common stock of any class or series at their respective regular times and rates.

SECTION EIGHT
EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement

SECTION NINE
SUBMISSION TO STOCKHOLDERS AND MEMBERS EFFECTIVE DATE

This agreement shall be submitted to the stockholders and members of the constituent corporations in the manner provided by statute, and if the votes of stockholders and members of each such corporation representing fifty-one percent (51%) of the total number of shares or membership units shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section Ten of this agreement, take effect as the agreement of merger of the constituent corporations on the date on which it is filed in the office of the Secretary of State of the State of Nevada and the State of Florida together with evidence of its adoption as required by law.

SECTION TEN
ABANDONMENT OF MERGER

Anything to the contrary herein notwithstanding, if the managing members of GSC Industries, LLC, or the board of directors of GSC Industries, Inc. should determine, either before or after the meetings of the stockholders or members of the respective corporations called to vote on the adoption or rejection of this agreement of merger, that for any legal, financial, economic or business reason deemed sufficient by such board or managing members it is not in the interest of the corporation or Limited Liability Company it represents, or the stockholders or members, or is otherwise inadvisable or impracticable to consummate the merger, such board of directors or managing members may abandon the merger by directing the officers to refrain from executing or filing this agreement of merger and thereupon this agreement shall be void and of no effect.

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TALLAHASSEE, FLORIDA

In witness whereof the members or a majority thereof of GSC Industries, LLC and the directors, or a majority thereof of GSC Industries, Inc. have executed this agreement under their respective corporate or Limited Liability Company seals on the day and year first written above.

Robert D. Grossman
Robert D. Grossman, Sr.

Robert M. Cornwall
Robert Cornwall

Thomas R. Schidel
Thomas Schidel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Subscribed and sworn to before me by Robert D. Grossman, Robert Cornwall and Thomas Schidel this 15th day of October, 1998. Each person is personally known to me

Cindy A. Lawrence
Notary Public



Notarial Stamp