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MERGER OR SHARE EXCHANGE
R & F LEASING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

ARTICLES OF MERGER**OF****R & F LEASING, INC.**
(a Florida corporation)**WITH AND INTO****R & F LEASING, INC.**
(a Georgia corporation)FILED
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The following articles of merger are being submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Name	Principal Office Address	Jurisdiction	Entity Type
R & F Leasing, Inc.	4949 Distribution Drive Tampa, Florida 33611	Florida	corporation
R & F Leasing, Inc.	6150 Xavier Dr., SW Atlanta, Georgia 30336	Georgia	corporation

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

Name	Principal Office Address	Jurisdiction	Entity Type
R & F Leasing, Inc.	6150 Xavier Dr., SW Atlanta, Georgia 30336	Georgia	corporation

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was adopted by unanimous written consent of the Board of Directors of R & F Leasing, Inc., a Florida corporation ("RFL-Florida") on Aug. 29, 2013, and by the shareholders of RFL-Florida on Aug. 29, 2013.

FIFTH: The Plan of Merger was adopted by unanimous written consent of the Board of Directors of R & F Leasing, Inc., a Georgia corporation ("RFL-Georgia") on Aug. 29, 2013, and by the shareholders of RFL-Georgia on Aug. 29, 2013.

SIXTH: The merger shall become effective upon filing with the Secretary of State.

SEVENTH: RFL-Georgia is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of RFL-Florida.

EIGHTH: RFL-Georgia has agreed to promptly pay to the dissenting shareholders of RFL-Florida the amount, if any, to which the shareholders are entitled under section 607.1302 of the Florida Business Corporation Act.

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IN WITNESS WHEREOF, the respective duly authorized officers have caused these Articles of Merger to be executed this 29th day of Aug., 2013.

R & F LEASING, INC., a Georgia corporation

By: Fred David Wolf
Fred David Wolf
President

R & F LEASING, INC., a Florida corporation

By: Fred David Wolf
Fred David Wolf
President

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER

OF

R & F LEASING, INC.
(a Florida corporation)

WITH AND INTO

R & F LEASING, INC.
(a Georgia corporation)

This Plan of Merger ("Plan") is entered into on August 29, 2013, by and between R & F Leasing, Inc., a Florida corporation and R & F Leasing, Inc., a Georgia corporation.

1. Parties

R & F Leasing, Inc., a corporation formed under the laws of Florida ("RFL-Florida"); and

R & F Leasing, Inc., a corporation formed under the laws of Georgia ("RFL-Georgia").

2. Surviving Corporation

As a result of the merger of RFL-Florida with and into RFL-Georgia, the surviving corporation shall be RFL-Georgia.

3. Merger

A Certificate of Merger will be filed with the Georgia Secretary of State ("Georgia Certificate") and Articles of Merger will be filed with the Florida Secretary of State ("Florida Articles"). The separate existence of RFL-Florida shall cease upon the filing of the Florida Articles pursuant to the provisions of the Florida Business Corporation Act. RFL-Georgia shall continue its existence pursuant to the Georgia Business Corporation Code.

4. Conversion and Exchange of Shares

The outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

- (a) *Merging Corporation.* Each share of common stock of RFL-Florida outstanding immediately prior to the merger shall be changed and converted into one (1) share of fully paid and nonassessable common stock of RFL-Georgia.

- (b) *Surviving Corporation.* RFL-Georgia's shares will continue without modification as a result of the merger.

5. Articles of Incorporation and Bylaws

The Articles of Incorporation and Bylaws of RFL-Georgia as in effect prior to the merger shall be the Articles of Incorporation and Bylaws of RFL-Georgia.

6. Officers and Directors

The current Officers and Board of Directors of RFL-Florida shall terminate upon the effective time of the merger, and the current Officers and Board of Directors of RFL-Georgia shall continue to remain in their respective positions until their successors are elected and qualified under the bylaws of RFL-Georgia.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed as the date first written above, by its duly authorized officers.

R & F Leasing, Inc.,
a Florida corporation

By: *Fred David Wolf*
Fred David Wolf
President

R & F Leasing, Inc.,
a Georgia corporation

By: *Fred David Wolf*
Fred David Wolf
President