

P97000002656

(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

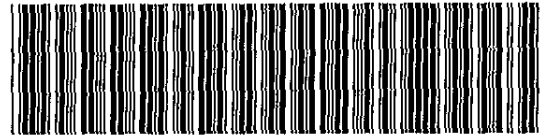
(Business Entity Name)

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merge

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03 JAN 31 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 JAN 23 /M 11:55

DIVISION OF REGISTRATION

*00789, 00572, 02209, 02277, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

SPENCER INVESTMENT GROUP, INC., a Florida corporation P97000002656
,

INTO

SPENCER INVESTMENT GROUP, INC., a New York entity not qualified in
Florida.

File date: January 31, 2003

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 23, 2003

CSC
Atten: Sara Lea
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT

~~Please give original~~
~~submission date as file date~~

SUBJECT: SPENCER INVESTMENT GROUP INC.
Ref. Number: P97000002656

We have received your document for SPENCER INVESTMENT GROUP INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$900.00.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 203A00004194

*Plan of
merger
attached*

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03 JAN 30 AM 9:21
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TALLAHASSEE, FLORIDA

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03 JAN 31 AM 11:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 903399 5018925

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : January 22, 2003

ORDER TIME : 11:11 AM

ORDER NO. : 903399-010

CUSTOMER NO: 5018925

CUSTOMER: Mr. Sal Fichera
Kaplan Gottbetter & Levenson,
Floor 5th
630 3rd Ave.
New York, NY 10017

ARTICLES OF MERGER

SPENCER INVESTMENT GROUP INC.

INTO

SPENCER INVESTMENT GROUP INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

FILED
03 JAN 31 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

SPENCER INVESTMENT GROUP INC.
(a Florida Corporation)

AND

SPENCER INVESTMENT GROUP INC.
(a New York Corporation)

FILED
03 JAN 31 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. The following is the Plan of Merger for merging Spencer Investment Group Inc., a Florida corporation (Spencer Florida), with and into Spencer Investment Group Inc., a New York corporation (Spencer New York)

2. The shareholders of Spencer New York entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on January, 15, 2003 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Spencer Florida with and into Spencer New York is permitted by the laws of the jurisdiction of organization of Spencer New York and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Spencer New York was January 15, 2003.

Executed on January 15, 2003.

SPENCER INVESTMENT GROUP INC.
(a Florida Corporation)

By: 

Name: Adam S. Gottbetter

Capacity: President

SPENCER INVESTMENT GROUP INC.
(a New York Corporation)

By: 

Name: Adam S. Gottbetter

Capacity: President

PLAN OF MERGER

BETWEEN

SPENCER INVESTMENT GROUP INC.
(a Florida Corporation)

AND

SPENCER INVESTMENT GROUP INC.
(a New York Corporation)

PLAN OF MERGER adopted on January 15, 2003, by resolution of the Board of Directors of Spencer Investment Group Inc., a business corporation organized under the laws of the State of Florida ("Spencer Florida"), and adopted on January 15, 2003 by resolution of the Board of Directors of Spencer Investment Group Inc., a business corporation organized under the laws of the State of New York ("Spencer New York"). The names of the corporations planning to merge are Spencer Investment Group Inc., a business corporation organized under the laws of the State of Florida, and Spencer Investment Group Inc., a business corporation organized under the laws of the State of New York. The name of the surviving corporation into which Spencer Investment Group Inc. plans to merge is Spencer Investment Group Inc.

1. Spencer Florida and Spencer New York, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Spencer New York be merged with and into a single corporation, to wit, Spencer New York, which shall be the surviving corporation upon the effective 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 laws of the jurisdiction of its organization. The separate existence of Spencer Florida, 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 provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 converted into one share of the surviving corporation. 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 Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and 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 surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and 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 surviving corporation, 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 Florida and of the State of New York, 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.