

P99000086176

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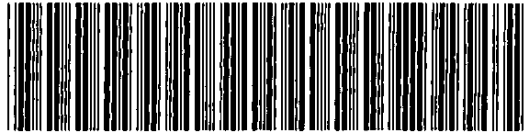
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DIVISION OF CORPORATIONS
08 FEB -4 AM 8:24

Merger/CC
@ 2.8.08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Scott M. Rose + Associates Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Scott M. Rose
(Contact Person)

Scott M. Rose + Associates Inc.
(Firm/Company)

511 Valley Stream Dr.
(Address)

Geneva, FL 32732
(City/State and Zip Code)

For further information concerning this matter, please call:

Scott M. Rose At (407) 947-4760
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Scott M. Rose + Associates Inc.	Florida	P99000086176

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Susan M. Rose + Associates Inc. Scott	Florida	P0000094880
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 1/1/2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 1/1/2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 1/1/2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Scott M. Rose + Associates Inc. SMR Scott M. Rose - President
 Susan M. Rose + Associates Inc. Susan Rose Susan M. Rose - President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Scott M. Rose + Associates INC,	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Susan M. Rose + Associates INC,	Florida
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

See Attached

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF REORGAINZATION

THE PLAN IS TO MERGE THE OPERATIONS OF SUSAN ROSE & ASSOCIATES, INC. (TARGET), AN S CORPORATION, INTO SCOTT ROSE & ASSOCIATES, INC. (ACQUIRING CORPORATION), AN S CORPORATION. THE BUSINESS PURPOSE IS TO COMBINE THEIR OPERATIONS FOR MORE EFFICIENCY, REDUCE OPERATIONAL EXPENSE, THUS INCREASING COPORATE PROFITS.

THE SOLE SHAREHOLDER OF SUSAN ROSE & ASSOCIATES IS SUSAN ROSE, SSN# 488-76-3283. SHE WILL BE ISSUED VOTING COMMON STOCK IN SCOTT ROSE & ASSOCIATES, INC. EQUAL TO THE FAIR MARKET VALUE OF THE ASSETS OF SUSAN ROSE & ASSOCIATES, INC. BEING MERGED INTO SCOTT ROSE & ASSOCIATES, INC.

ASSETS OF SUSAN ROSE & ASSOCIATES, INC. BEING MERGED IMMEDIATELY BEFORE MERGERN: CASH \$1265.01, PROPERTY \$275.18, SECURITY DEPOSIT \$1300.00 = \$2840.19

LIABILITIES OF SUSAN ROSE & ASSOCIATES, INC. BEING MERGED:
NONE

NUMBER OF COMMON SHARES ISSUED BY SCOTT ROSE & ASSOCIATED, INC. TO SUSAN ROSE INDIVIDUALLY:
2,841 SHARES

EFFECTIVE DATE OF THE MERGER WILL BE DECEMBER 31, 2007.


THE FOLLOWING TWO CORPORTATIONS ADOPTED THE PLAN OF REORGANIZATION:
SCOTT ROSE & ASSOCIATES, INC., FIN#59-3604443, ADDRESS: 1858 N. ALAFAYA TRAIL SUITE 100 ORLANDO, FL 32826

SUSAN ROSE & ASSOCIATES, INC., FIN#59-3674985, ADDRESS:1826 N. ALAFAYA TRAIL SUITE 100 ORLANDO, FL 32826

THIS REORGANIZATION WILL BE CONDUCTED UNDER INTERNAL REVENUE CODE SECTION 368(a)(1)(A), A STATUTORY MERGER UNDER THE LAWS OF FLORIDA.

ADOPTED BY THE FOLLOWING BOARD OF DIRECTORS AND SHAREHOLDER(S) OF:

SCOTT ROSE & ASSOCIATES, INC.

BY: 
SCOTT ROSE

BY: 
SUSAN ROSE

SUSAN ROSE & ASSOCIATES, INC

BY: 
SUSAN ROSE

DATE ADOPTED: 12/1/2007

(END OF DOCUMENT)