

P99000095183

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

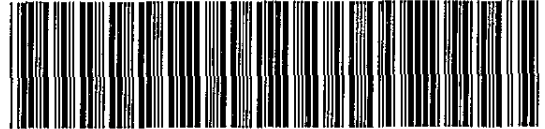
Certificates of Status _____

Special Instructions to Filing Officer:

CORPMEIR

Office Use Only

BK



200043643352

12/29/04--10004--012 **90.00

EFFECTIVE DATE
1/1/05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 DEC 28 AM 10:13 DEC 28 PM 4:51

FILED



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

December 28, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

eSilo, LLC (DE) merging: eSilo, Inc. (FL)

EFFECTIVE DATE

11/1/05

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
04 DEC 28 AM 10:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE

1/1/05

FILED
04 DEC 28 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. eSilo, LLC. 750 S. Old Dixie Highway, #2 Jupiter, Florida 33458	Delaware	Limited Liability Company
Florida Document/Registration Number: _____		FBI Number: 20-1655160
2. eSilo, Inc. 750 S. Old Dixie Highway, #2 Jupiter, Florida 33458	Florida	Corporation
Florida Document/Registration Number: P99000095183		FBI Number: 65-00967045
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FBI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FBI Number: _____

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>eSilo, LLC.</u>	<u>Delaware</u>	<u>Limited Liability</u>
<u>750 S. Old Dixie Highway, #2</u>		<u>Company</u>
<u>Jupiter, Florida 33458</u>		

Florida Document/Registration Number: _____ FEI Number: 20-1655160

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

January 1, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

eSilo, Inc.

[Handwritten signature]

Ronald Chernow, President

eSilo, LLC.

Paul Oliver

Ronald Chernow, Authorized
Representative

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
eSilo, LLC	Delaware
eSilo, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
eSilo, LLC.	Delaware

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

Upon the effective date of the merger:

(a) 100% of the issued and outstanding shares of eSilo, Inc. shall be changed and converted into Membership Interests of the surviving party.

(b) the separate existence of eSilo, Inc. shall cease and the surviving party shall possess all of the rights, privileges, powers and franchises of eSilo, Inc. without further act or deed, and shall be liable for all liabilities and obligations of eSilo, Inc.

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

100% of the outstanding Common Shares of eSilo, Inc. are being converted into 100% of the Class A Membership Interests of the survivor.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: N.A.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: N.A.

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Ronald Chernow, 188 Golf Village Boulevard, Jupiter, Florida 33458

David Chernow, 188 Golf Village Boulevard, Jupiter, Florida 33458

Andrew Chernow, 188 Golf Village Boulevard, Jupiter, Florida 33458

Daniel Seymour, 20 Trinity Pass, Pound Ridge, New York 10576

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

The merger shall become effective as of January 1, 2005.

(Attach additional sheet(s) if necessary)