

# S37284



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

## HOLD

FOR PICKUP BY  
UCC SERVICES

OFFICE USE ONLY (Document #)

712659

9000002730319--8  
-01/05/99--01049--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

GMR Consultants Inc.

Merger

- ☐ Walk In
- ☐ Mail Out
- ☐ Will Wait
- ☐ Photocopy

☐ Pick Up Time \_\_\_\_\_

## RUSH

- ☐ Certified Copy
- ☒ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☐ ALL CHARTER DOCS

FILED  
99 JAN -5 PM 4:36  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                      |
|-------------------------------------|--------------------------------------|
| <input type="checkbox"/>            | Amendment                            |
| <input type="checkbox"/>            | Resignation of R.A. 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 Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

NOTARY PUBLIC  
LH: 1111 9-1111 1111

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

X00789,00547, 00672

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

GMR CONSULTANTS INC., a New York corporation not authorized to transact  
business in Florida

,

INTO

**G.M.R. ASSOCIATES, INC.**, a Florida corporation, S37284

File date: January 5, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 6, 1999

UCC Filing & Search Services, Inc.  
526 East Park Avenue  
Tallahassee, FL 32301

SUBJECT: G.M.R. ASSOCIATES, INC.  
Ref. Number: S37284

OK  
CORRECTED

We have received your document for G.M.R. ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850)-487-6967.

Annette Ramsey  
Corporate Specialist

Letter Number: 599A00000505

ATTN:

59 JAN -7 PM 2:07

RECEIVED CORPORATION

ARTICLES OF MERGER

of

GMR CONSULTANTS INC.  
(A New York Corporation)

and

G.M.R. ASSOCIATES, INC.  
(A Florida Corporation)

FILED  
99 JAN -5 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

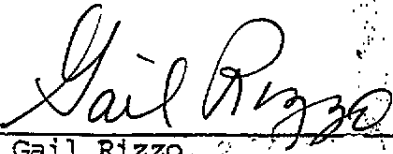
Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby execute and acknowledge that:

- FIRST: The name of the surviving corporation is G.M.R. ASSOCIATES, INC., a Florida Corporation.
- SECOND: The name of the merging corporation is GMR CONSULTANTS INC., a New York Corporation.
- 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. For accounting purposes the effective date shall be December 31, 1998.
- FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 29, 1998.
- SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on December 29, 1998.

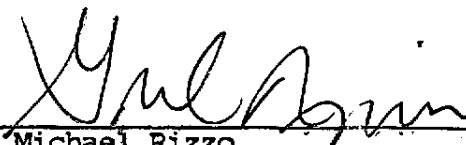
G.M.R. ASSOCIATES, INC.  
(A Florida Corporation)

GMR CONSULTANTS INC.  
(A New York Corporation)

By:

  
Gail Rizzo,  
President

By:

  
Michael Rizzo,  
President

PLAN OF MERGER

of

GMR CONSULTANTS INC.  
(A New York Corporation)

and

G.M.R. ASSOCIATES, INC.  
(A Florida Corporation)

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby execute and acknowledge that:

FIRST: The name of the surviving corporation is G.M.R. ASSOCIATES, INC., a Florida corporation.

SECOND: The name of the merging corporation is GMR CONSULTANTS INC., a New York corporation.

THIRD: The number of outstanding shares of GMR CONSULTANTS INC., the New York corporation is 100 shares of no par value stock, all of which are entitled to vote, the number of outstanding shares of G.M.R. ASSOCIATES, INC., the Florida corporation is 10 shares of no par value stock, all of which are entitled to vote. The merger was authorized by the unanimous consent of the Directors and by the unanimous consent of the Shareholders of each Corporation on

FOURTH: The terms and conditions of the Plan of Merger are as follows:

(a) GMR CONSULTANTS INC., the New York Corporation shall be merged into G.M.R. ASSOCIATES, INC., the Florida Corporation and the surviving Corporation shall continue to operate under the name of G.M.R. ASSOCIATES, INC.

(b) The one hundred (100) outstanding shares of stock of GMR CONSULTANTS INC., the New York Corporation, shall be exchanged on a ten for one basis for ten (10) shares of stock of the surviving corporation and the shares so surrendered shall be cancelled and the surviving corporation shall assume all debts, liabilities and outstanding obligations of the Merging corporation.

(c) The shares of the surviving corporation shall be unaffected by the merger.

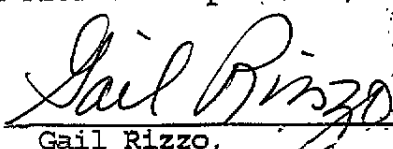
(d) The Articles of Incorporation and the bylaws of the surviving corporation as existing on the date of this merger shall be and constitute the bylaws and Articles of Incorporation of the surviving corporation.

(e) All provisions of the Florida Business Corporation Act and the New York Business Corporation Law shall be and continue to be fully complied with in connection with the merger and subsequent thereto.

FIFTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State. For accounting purposes the effective date shall be December 31, 1998.

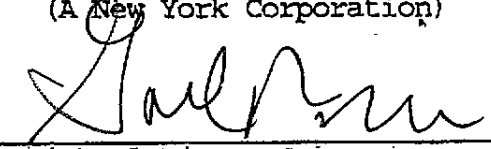
G.M.R. ASSOCIATES, INC.  
(A Florida Corporation)

By:

  
Gail Rizzo,  
President

GMR CONSULTANTS INC.  
(A New York Corporation)

By:

  
Michael Rizzo,  
President