

Division of Corporations

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560388

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

MONTVALE SERVICES, INC.

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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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Montvale Services, Inc.</u>	<u>Massachusetts</u>	<u>N/A</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Montvale Corporation</u>	<u>Florida</u>	<u>S60388</u>
_____	_____	_____
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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 _____ / _____ / _____ (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 May 10, 2006

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 May 10, 2006

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

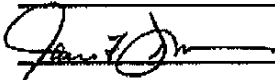
Typed or Printed Name of Individual & Title

Montvale Services, Inc.



James F. Donovan, President

Montvale Corporation



James F. Donovan, President

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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:

Name

Jurisdiction

Montvale Services, Inc.

Massachusetts

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Montvale Corporation

Florida

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

See attached Agreement of Merger.

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:

See attached Agreement of Merger.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Agreement of Merger.

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AGREEMENT OF MERGER

This Agreement of Merger is entered into as of the 10th day of May, 2006 by and between Montvale Services, Inc., a Massachusetts corporation with an address for purposes hereof at 214 North Main Street, Suite 202, Natick, MA 01760 ("MS") and Montvale Corporation, a Florida corporation with an address for purposes hereof at 214 North Main Street, Suite 202, Natick, MA 01760 ("MC").

WITNESSETH:

WHEREAS, the Board of Directors of the two corporate parties have severally voted that they deem it desirable and for the general welfare of the corporations and of the stockholders of each corporation that MC merge into MS under the provisions of Section 11.02 of Chapter 156D of the General Laws of Massachusetts, and the shareholders of MC and MS have approved such merger; and

WHEREAS, it is now, therefore, agreed that in accordance with the provisions of Massachusetts General Laws Chapter 156D, MC and MS shall be merged whereby MS shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"), and that the terms and conditions of such merger shall be as hereinafter set forth:

ARTICLE I

- 1. The separate corporate existence and organization of MC shall cease upon the merger's becoming effective as herein provided, and thereupon MC shall be merged into MS as a single corporation and after such merger, operate under the name of Montvale Services, Inc.
- 2. The merger shall become effective upon the filing of the Articles of Merger with the Secretary of the Commonwealth of Massachusetts.

ARTICLE II

- 1. The Articles of Organization of the Surviving Corporation shall be those of MS as they existed prior to this Agreement.
- 2. The purposes of the Surviving Corporation shall be those of MC and MS collectively, as they existed prior to this Agreement.
- 3. The By-Laws of the Surviving Corporation shall be those of MS in effect as of the effective date of merger.

ARTICLE III

- 1. MS is authorized to issue up to 275,000 shares of common stock, no par value.

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2. Share Exchange:

a. On the date of the merger, each holder of shares of MC stock shall be issued one (1) share of MS common stock for every one (1) share of MC stock such holder owns.

b. MC hereby covenants and agrees with the Surviving Corporation that it will upon demand deliver up and pay over to the Surviving Corporation all of its cash, books, papers and property of every kind, name and description, and make from time to time such further conveyances, releases and acquittances as may be necessary or expedient to give full force, power and effect to this Agreement and will also convey and assign to the Surviving Corporation all property, rights, and estates which it may hereafter have, acquire or be entitled to.

c. All shares of the common stock, no par value, of MC, issued and outstanding shall upon the taking effect of the merger be automatically cancelled and of no further worth or significance, and all certificates therefor shall be surrendered, retired and cancelled.

ARTICLE IV

1. The principal office of the Surviving Corporation shall be 214 North Main Street, Suite 202, Natick, MA 01760.

2. The fiscal year of the Surviving Corporation shall end on the 31st day of December of each year.

3. The annual meeting of the stockholders of the Surviving Corporation shall be held on the 3rd Tuesday in April of each year.

ARTICLE V

1. The initial officers of the Surviving Corporation following the effective date of consolidation, to hold office until their successors may be duly elected and qualified, shall be the current officers of MS.

2. The initial Board of Directors of the Surviving Corporation following the effective date of merger, until otherwise established, shall consist of one (1) member who shall be, the current director of MS.

ARTICLE VI

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1. Upon the merger becoming effective, all the rights, immunities, privileges, powers, contracts and franchises of each of the corporations, both of a public and a private nature, all property, real, personal and mixed, all debts due on account, as well as stock subscriptions and all other things in action or belonging to each of the corporations, and all and every other interest, shall vest in the Surviving Corporation without further act or deed as effectively as they were vested in the several and respective former corporations. The title to any real estate, whether vested by deed or otherwise in either of the corporations, shall not revert or be in any way impaired by reason of the merger; but the Surviving Corporation shall not by the merger acquire authority to engage in any business or to exercise any right for the engaging in or exercising of which a corporation may not be formed under the provisions of Chapter 156D of the General Laws of Massachusetts.

2. If at any time after the effective date of the merger the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, on record or otherwise, in the Surviving Corporation, the title to any property or rights of MC acquired or to be acquired by reason of, or as a result of, the merger, MC's proper officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Agreement.


3. Upon the merger becoming effective the assets, liabilities, reserves and accounts of each corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said corporation, subject to such adjustments, or elimination of intercompany items, as may be appropriate in giving effect to the merger.

IN WITNESS WHEREOF, this Agreement has been signed by the President and the Treasurer, duly thereto authorized, of each of the corporate parties, on and as of the date first herein set forth.

Montvale Services, Inc.:

Montvale Corporation:

By: 
James F. Donovan, President

By: 
James F. Donovan, President

By: 
James F. Donovan, Treasurer

By: 
James F. Donovan, Treasurer

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