

**S70419**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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**\*RE-SUBMIT\***

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**MERGER OR SHARE EXCHANGE  
LATTA FINANCIAL DEVELOPMENT, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

Attn: Teresa  
Brown

EFFECTIVE DATE

12-1-12

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Corporate Filing Menu

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NOV 21 2012

T. BROWN



November 20, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

D.J.L. HOLDING CO., INC.  
P.O. BOX 168  
PAULSBORO, NJ 08066US

SUBJECT: D.J.L. HOLDING CO., INC.  
REF: S70419

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H12000274531  
Letter Number: 712A00027892

P.O BOX 6327 - Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 NOV 19 PM 12:57

Articles of Merger  
For  
Florida Profit or Non-Profit Corporation

EFFECTIVE DATE  
12-1-12

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Latta Financial Development, Inc.	New Jersey	corporation
D.J.L. Holding Co., Inc.	Florida	corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Latta Financial Development, Inc	New Jersey	corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes. The Plan of Merger was adopted by the shareholders of the surviving corporation on November 15, 2012. The Plan of Merger was adopted by the shareholders of the merging corporation on November 15, 2012.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 1, 2012

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

195 Borrelli Boulevard

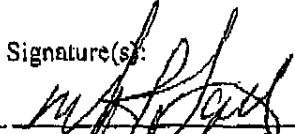
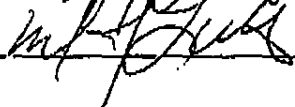
Paulsboro, NJ 08066

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Latta Financial Development, Inc.		Daniel J. Latta, Sr., President
D.J.L. Holding Co., Inc.		Daniel J. Latta, Sr., President

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## **PLAN OF MERGER**

Now on this 15<sup>th</sup> day of November, 2012 A.D., **LATTA FINANCIAL DEVELOPMENT, INC.** a New Jersey corporation and **D.J.L. HOLDING CO., INC.**, a Florida Corporation have entered into the following Agreement of Merger;

**WITNESSETH** that:

**WHEREAS**, the respective Boards of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

**WHEREAS**, Daniel J. Latta, Sr., the sole shareholder of **LATTA FINANCIAL DEVELOPMENT, INC.** also deems it advisable that the corporations merge into a single corporation as herein after specified; and

**WHEREAS**, Daniel J. Latta, Sr., the sole shareholder of **D.J.L. HOLDING CO., INC.**, also deems it advisable that the corporations merge into a single corporation as herein after specified; and

**WHEREAS**, the said **LATTA FINANCIAL DEVELOPMENT, INC.**, formerly known as East Coast Factoring, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of New Jersey on August 6, 1991; and

**WHEREAS**, the said **D.J.L. HOLDING CO., INC.**, formerly known as East Coast Transport, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on August 2, 1991;

**NOW, THEREFORE**, the corporations, parties to this Agreement, by and between their respective Presidents, in consideration of the mutual covenants, agreements and provisions

**FIRST:** The exact name, form of entity, and jurisdiction of each merging party are as follows:

**SECOND:** The exact name, form of entity, and jurisdiction of the surviving party is as follows:

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

**FOURTH:**

Upon the filing of the Merger Documents in the State of Florida and the State of New Jersey, effective December 1, 2012, the interests, shares, obligations or other securities of D.J.L. Holding Co., Inc. shall be cancelled, and entire ownership interest of its sole shareholder Daniel J. Latta, will now be owned through his interest as the sole shareholder of the surviving corporation, Latta Financial Development, Inc.

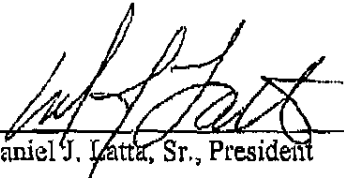
B. The manner and basis and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Any rights to acquire the interests, shares, obligations or other securities of D.J.L. Holding Co., Inc., if any exist, shall be cancelled upon the filing of the Merger Documents in the State of Florida and the State of New Jersey. Any rights to acquire the interests, shares, obligations or other securities of Latta Financial Development, Inc., if any exist, shall continue unaffected by the merger.

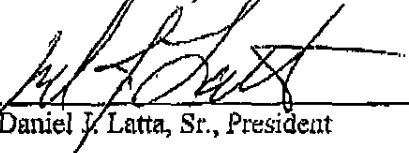
**FIFTH:** Each Party to the Merger shall deliver and necessary Articles of Merger, or other legal documents required by law to be filed in any jurisdiction required, and each party shall notify any jurisdiction where the party is authorized to do business of the Merger.

**IN WITNESS WHEREOF,** the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

**LATTA FINANCIAL DEVELOPMENT, INC.**

By:   
Daniel J. Latta, Sr., President

**D.J.L. HOLDING CO., INC.**

By:   
Daniel J. Latta, Sr., President



I, Tina Latta, Secretary of **LATTA FINANCIAL DEVELOPMENT, INC.**, a corporation organized and existing under the laws of the State of New Jersey, hereby certify, as such Secretary of the said corporation, that the Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of **LATTA FINANCIAL DEVELOPMENT, INC.**, a of the State of New Jersey, was duly submitted to the sole shareholder of said **LATTA FINANCIAL DEVELOPMENT, INC.**, and said sole shareholder meeting, for the purpose of considering and taking action upon said Plan of Merger, that the sole shareholder with the 100% ownership interest issued and outstanding on said date and that the holder of that 100% stock ownership interest voted by ballot in favor of said Agreement of Merger, (0) percent membership interest shares voted by ballot against same, the said affirmative vote representing at least a majority of the total amount of membership interest of said corporation, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the member of said **LATTA FINANCIAL DEVELOPMENT, INC.**, and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said **LATTA FINANCIAL DEVELOPMENT, INC.** on this 15<sup>th</sup> day of November, 2012.

  
Tina Latta, Secretary

I, Tina Latta, Secretary of **D.J.L. HOLDING CO., INC.**, a corporation organized and exiting under the laws of the State of Florida, hereby certify, as such Secretary of the said corporation, that the Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of **D.J.L. HOLDING CO.**,

INC., a corporation of the State of Florida, was duly submitted to the sole shareholder of said D.J.L. HOLDING CO., INC., and said shareholder, met for the purpose of considering and taking action upon said Plan of Merger, that the sole shareholder with the 100% ownership interest issued and outstanding on said date voted by ballot in favor of said Plan of Merger, (0) percent membership interest shares voted by ballot against same, the said affirmative vote representing at least a majority of the total amount of the shareholders of said corporation, and that thereby the Plan of Merger was at said meeting duly adopted as the act of the sole shareholder of said D.J.L. HOLDING CO., INC., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said D.J.L. HOLDING CO., INC., on this 15<sup>th</sup> day of November, 2012.

  
Tina Latta, Secretary