

Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734  
Kathi or Brent

V03273

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Goldin-Feldman Company, Inc.  
(Corporation Name)

V03273  
(Document #)

2. \_\_\_\_\_  
(Corporation Name)

\_\_\_\_\_  
(Document #)

3. \_\_\_\_\_  
(Corporation Name)

\_\_\_\_\_  
(Document #)

4. \_\_\_\_\_  
(Corporation Name)

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-12/28/01--01017--025  
(Document #) \*\*\*\*\*78.75 \*\*\*\*\*78.75

☒ Walk in

☒ Pick up time 12/28

☒ Certified Copy

☐ Mail Out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**AMENDMENTS**

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☒ Merger

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

FILED  
01 DEC 28 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 DEC 28 AM 11:13  
TALLAHASSEE, FLORIDA

C. Coulllette JAN 11 2002

Examiner's Initials

CR2E031(7/97)

\*00789, 00624, 00524, 00672

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GOLDIN-FELDMAN COMPANY, INC., a Florida corporation, V03273

INTO

**ADG INC..** a New York entity not qualified in Florida

File date: December 28, 2001

Corporate Specialist: Cheryl Coulliette



*Resubmit*

FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 28, 2001

*Please backdate*

Capitol Services, Inc.  
1406 Hays Street  
Suite 2  
Tallahassee, FL 32301

SUBJECT: GOLDIN-FELDMAN COMPANY, INC.  
Ref. Number: V03273

We have received your document for GOLDIN-FELDMAN COMPANY, 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 have original signatures.

Please white out ADG, Inc. in the second paragraph of the plan of merger since it can't be both the merged and the surviving corporation.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 401A00067484

RECEIVED  
02 JAN 11 PM 4:31

RECEIVED  
02 JAN 11 PM 4:34  
DIVISION OF CORPORATIONS

## 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, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
ADG INC.	New York

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
GOLDIN-FELDMAN COMPANY INC.	Florida

**FILED**  
01 DEC 28 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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

**XORX**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 July 30, 2001

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 July 30, 2001

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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

ADG INC.

Signature

[Handwritten Signature]

Anne Dee Goldin, President

GOLDIN-FELDMAN

James D. Smith

✓ Anne Dee Goldin, President

COMPANY INC.

## **PLAN OF MERGER**

(Non Subsidiaries)

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

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
ADG INC.	New York

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
GOLDIN-FELDMAN COMPANY INC.	Florida

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

Goldin-Feldman Company Inc. will be merged into ADG Inc. All assets, properties and rights of the non-surviving entity will be transferred to the surviving entity which will assume and become liable for the liabilities and obligations of the non-surviving entity.

**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:

There will be no conversion of interests, shares, obligations or other securities. The outstanding shares of the non-surviving entity will be cancelled and the outstanding shares of the surviving entity will remain issued and outstanding without change.

(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 as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: