

V41525

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11/4/31/2018

18 OCT 25 PM 3:21

CC

Albritton

OCT 26 2018
ALBRITTON

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 10/25/2018

Acc#I20160000072

eric DW

Name:	Alber Corp. (FL)
Document #:	
Order #:	11227216

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Amount: \$ **78.75**

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: _____
Name of Surviving Party

Please return all correspondence concerning this matter to:

LEGAL DEPARTMENT

Contact Person
C/O PLATINUM EQUITY ADVISORS, LLC

Firm/Company
360 NORTH CRESCENT DRIVE, SOUTH BUILDING

Address
BEVERLY HILLS, CA 90210

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CARISSA SAUCEDO at (310) 712-1850

Name of Contact Person Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
10/31/2018

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

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, 617.0302 or 605.1025, 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>
Alber Corp.	Florida	Corporation

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2019 OCT 25 PM 3:54
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE

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>
Liebert North America, Inc.	Delaware	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, 605, 617, and/or 620, Florida Statutes.

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:

October 31, 2018

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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:

1050 Dearborn Drive

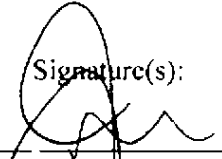
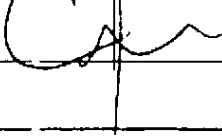
Columbus, OH 43085

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:
Alber Corp.		Justin Maroldi
Liebert North America, Inc.		Justin Maroldi

- Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
- 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

EXHIBIT A
PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1105, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

	<u>Jurisdiction</u>	<u>Document Number</u>
Liebert North America, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

	<u>Jurisdiction</u>	<u>Document Number</u>
Alber Corp.	Florida	V41525

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

(a) As a result of the merger, and at the Effective Date of the merger, the separate corporate existence of the merging corporation will cease and the surviving corporation will continue to survive the merger as the surviving corporation. As a result of the merger, the surviving corporation will succeed to and assume, by operation of law, all the rights and obligations of the merging corporation.

(b) At the Effective Date (as later defined herein) of the merger, the effect of the merger shall be as provided in the applicable provisions of Florida Business Corporation Act ("Florida Law"), including without limitation the provisions of Section 607.1106 of Florida Law, which are incorporated herein by reference.

(c) From and after the Effective Date, and until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of the surviving corporation as in effect immediately prior to the Effective Date shall be the Articles of Incorporation and Bylaws of the surviving corporation.

(d) Articles of merger evidencing the merger shall be filed in the Office of the Secretary of State of the State of Florida pursuant to the applicable requirements of Florida Law prior to the time that the merger will become effective. The merger shall become effective on the 31st day of October, 2018 (the "Effective Date").

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:

(a) At the Effective Date, all of the merging corporation's outstanding shares of common stock immediately prior to the Effective Date shall, by virtue of the merger, be cancelled and retired, without any payment being made in respect thereof or any exchange being made thereof.
