

F03 000002989

RECEIVED  
03 JUN 13 PM 12:31

OFFICE OF STATE  
TALLAHASSEE, FLORIDA

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100014433491

03/25/03--01020--004 \*\*60.00

AL

**JENSEN & JENSEN**  
Attorneys At Law

500 Fifth Avenue  
Suite 1550  
New York, NY 10110

Telephone: (212) 737-5800  
Facsimile: (212) 737-5900  
Email: info@jensenlaw.com

FILED  
03 JUN 13 PM 12:31  
STATE  
FLORIDA

March 20, 2003

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger of Shiram LLC into StratPro Limited

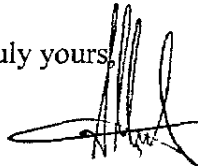
Dear Sir or Madam:

Enclosed are the following documents pertaining to the above captioned matter:

1. Articles of Merger;
2. Application by foreign corporation for authorization to transact business in Florida with Transmittal letter;
3. Application for registration of fictitious name;
4. Filing fees in the amounts of \$50.00 (Merger), \$78.75 (Qualification) and \$60 (Fictitious name application).

Kindly file these forms in presented sequence and mail certificates to the address indicated on the letterhead.

Very truly yours,



Askar Moukhitdinov

FILED  
03 JUN 13 PM 12:31  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. SHIRAM LLC 790 S. Park Rd. Suite 6-23 Hollywood, FL 33021	Florida	LLC

Florida Document/Registration Number: L02000017373 FEI Number: 22-3862521

2. StratPro Limited 500 Fifth Avenue, Suite 1550 New York, NY 10110	New York	Corporation
---	----------	-------------

Florida Document/Registration Number: Fa3000002989 FEI Number: 13-3933604

3.		
----	--	--

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

4.		
----	--	--

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

*(Attach additional sheet(s) if necessary)*

FILED  
03 JUN 13 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
StratPro Limited 500 Fifth Avenue, Suite 1550 New York, NY 10110	New York	Corporation

Florida Document/Registration Number: F0300002989 FEI Number: 13-3933604

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

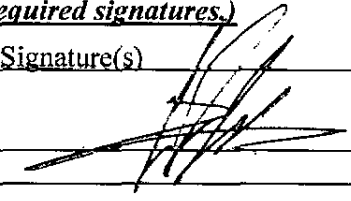
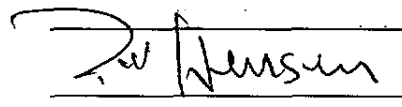
FILED  
03 JUN 13 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NINTH:** The merger shall become effective as of:  
The date the Articles of Merger are filed with Florida Department of State

**OR**  
March 13, 2003  
(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**  
*(Note: Please see instructions for required signatures.)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
SHIRAM LLC		Yoram Shaked, Sole Member
StratPro Limited		Peter Jensen, President

*(Attach additional sheet(s) if necessary)*

FILED  
03 JUN 13 PM 12:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REQUIRED SIGNATURES FOR EACH ENTITY TYPE:**

- All Corporations: Signature of Chairman, Vice Chairman, President or any officer.
- All General Partnerships: Signatures of two partners.
- All Domestic Limited Partnerships: Signatures of all general partners.
- All Non-Florida Limited Partnerships: Signature of one general partner.
- All Limited Liability Companies: Signature of a member or authorized representative of a member.
- All Other Business Entities: In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

Mailing address:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**FILING FEES:**

For each Limited Partnership:	\$52.50 (if merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

## PLAN OF MERGER

FILED  
03 JUN 13 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
SHIRAM LLC	Florida
StratPro Limited	New York

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
StratPro Limited	New York

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

Whereas, SHIRAM LLC is in IT business and has already developed clientele under its name;

Whereas, one of the StratPro's lines of business is IT business;

Whereas, both parties would like to keep name SHIRAM for its synergy

NOW, therefore, both parties have decided:

THAT, upon completion of the merger, StratPro Limited will submit Application for Registration of Fictitious Name for SHIRAM;

THAT, Yoram Shaked has the right to spin-off and if he decides to do that he has the right to keep the name SHIRAM.

*(Attach additional sheet(s) if necessary)*

FILED

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

SHIRAM LLC is transferring 100% of its units to StratPro Limited in exchange for the right to utilize StratPro's experience and services.

03 JUN 13 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number



FILED

05 JUN 13 PM 12:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

N/A

*(Attach additional sheet(s) if necessary)*