

**Delaware Division of Corporations  
401 Federal Street – Suite 4  
Dover, DE 19901  
Phone: 302-739-3073  
Fax: 302-739-3812**

**Certificate of Merger**

Dear Sir or Madam:

Attached please find a Certificate of Merger form to be filed in accordance with the Limited Liability Corporation Act of the State of Delaware. The fee to file the Certificate is \$200.00. You will receive a stamped “Filed” copy of your submitted document. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees.

Contact our Franchise Tax Section concerning taxes due on any Delaware companies merging out of existence. A check for the tax payment and the filing/assessment fee must accompany the Certificate for filing. Please make your check payable to the “Delaware Secretary of State”.

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don’t hesitate to call us at (302) 739-3073.

Sincerely,

Department of State  
Division of Corporations

encl.  
rev. 07/04

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF A  
DOMESTIC LIMITED LIABILITY COMPANY INTO  
A FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving Limited Liability Company is \_\_\_\_\_  
\_\_\_\_\_, a Foreign Limited Liability Company.

Second: The jurisdiction in which this Limited Liability Company was formed is  
\_\_\_\_\_.

**Third:** The name of the Limited Liability Company being merged into the Limited  
Liability Company is \_\_\_\_\_  
\_\_\_\_\_, a Delaware Limited Liability Company.

**Fourth:** The agreement of merger or consolidation has been approved and executed by  
each of the business entities which is to merge or consolidate.

**Fifth:** The name of the surviving foreign Limited Liability Company is  
\_\_\_\_\_.

**Sixth:** An agreement of merger or consolidation is on file at a place of business of the  
surviving foreign limited Liability Company and the address thereof is  
\_\_\_\_\_.

**Seventh:** A copy of the agreement of merger or consolidation will be furnished by the  
surviving foreign limited liability company, on request and without cost, to any member  
of any domestic limited liability company or any person holding an interest in any other  
business entity which is to merge or consolidate.

**Eighth:** The surviving foreign Limited Liability Company agrees that it may be served  
with process in the State of Delaware in any action, suit or proceeding for the  
enforcement of any obligation of any domestic limited liability company which is to  
merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept  
service of process in any such action, suit or proceeding and the address to which a copy  
of such process shall be mailed to by the Secretary of State is \_\_\_\_\_  
\_\_\_\_\_.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by it's authorized person, this \_\_\_\_\_ day of \_\_\_\_\_, A.D.,\_\_\_\_\_.

By: \_\_\_\_\_  
Authorized Person

Name: \_\_\_\_\_  
Print or type