

A03000000931

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Coxol Vance GAVE
AUTHORIZATION BY PHONE TO
CORRECT #1, #2 + #3 on Articles of Merge
DATE _____
COR. EXAM. alt

Filed to correct clerical
error on the part
this office.
- Merge filed 6/30/03
accepted in error.
KB/alt

(813)258-1177

CAROL A VANCE, Esq., CPA, LLC.
411 55th Avenue
ST Pete Beach, Florida 33706
(727) 367-1222

Member of the Florida and California Bars

CPA Licensed in FL and CA

Brenda Tadlock
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re; Merger document: A03000000931

November 13, 2003

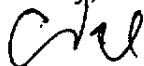
Ms. Tadlock,

As you requested, I have prepared a "corrected Article of Merger " and a "Corrected Plan of Merger." These documents have been executed by the appropriate officers. I have also enclosed a check in the amount of \$52.50 for the processing fee.

I hope that the FLB GP LLC will be reinstated as the GP for the Bickley Family LLLP and that these merger documents now make that intention clear.

If you need any further documents please contact me. Thank you for your attention.

Sincerely,



Carol Vance

CORRECTED ARTICLES OF MERGER

In accordance with Section 608.4382 of the Florida Limited Liability Company Act and Section 620.203 of the Uniform Limited Partnership Act, **PBB, LLC**, a Florida limited liability company ("Company 1") and **FLB, LLC**, a Florida limited liability company, ("Company 2") the parties hereby cause these CORRECTED Article of Merger to be filed with the Florida Secretary of State:

FIRST: THIS PLAN OF MERGER between **PBB, LLC**, a Florida limited liability company ("Company 1") and **FLB, LLC**, a Florida limited liability company, ("Company 2") is made effective as of June 30, 2003 and has been approved by both parties and is being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act and Section 620.203 of the Uniform Limited Partnership Act and Bickley Family LLLP was formed see document A0300000931 :

FIRST : The exact name, address and jurisdiction of the parties to the merger

L03-11059 PBB, LLC, 101 Main Street Ste A, Safety Harbor, Florida 34695
A Florida LLC - dissolved and eliminated
L03-11081 FLB, LLC, 101 Main Street Ste A, Safety Harbor, Florida 34695
A Florida LLC - dissolved and eliminated
L03-21420 FLB GP LLC, 740 64th Avenue, St Pete Beach, fl 33706, a Florida LLC-
Surviving entity ("Company 3")
A03-931 Bickley Family, LLLP - 740 64th Avenue, St Pete Beach, FL 33706
Florida LLLP - Surviving party

SECOND: The exact name, address and jurisdiction of the surviving party shall be:

Bickley Family LLLP, 740 64th Avenue, St Pete Beach, Fl 33706
A Florida LLLP - surviving entity

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

The **Company's 1 & 2 & 3** shall transfer all assets and liabilities to the **Bickley Family LLLP** ("Partnership"), and the Partnership shall accept and assume, as the case may be, all assets and liabilities from the **Company's 1&2**, whether known or unknown. Company's 1&2 shall be merged into Bickley Family LLLP and Company 3 shall be the general partner of the surviving party.

FOURTH: The manner and basis of converting the interest of the Company to the partners in the Partnership shall be:

PBB, LLC

Penny Bickley

100%

FLB, LLC

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Frederick Bickley 100%

Bickley Family LLLP

Penny Bickley 49.95%
Frederick Bickley 49.95%
FLB GP, LLC .1%

FIFTH: The name and address of the general partner of the surviving entity, **FLB, GP LLC** is: 740 64th Avenue, St Pete Beach, FL 33706

SIXTH: The effective date of this Plan of Merger shall be June 30, 2003.

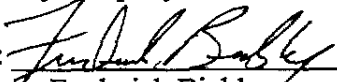
SECOND: The Plan of Merger was approved by unanimous written consent of the sole member's of the Company's on June 26, 2003.

THIRD: The Plan of Merger was approved by written consent of the partners of the **Bickley Family, LLLP** on June 26, 2003, 2003.


FOURTH: The effective date shall be as of June 30, 2003.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on November 13, 2003.


FLB GP, LLC, a Florida limited liability company

By: 
Name: Frederick Bickley
Its: Sole Member


BICKLEY FAMILY LLLP, a Florida limited liability partnership

By: 
Name: Frederick Bickley
Its: Sole Member of its General Partner
FLB GP, LLC

PBB, LLC, a Florida limited liability company

By: 
Name: Penny Bickley
Its: Sole Member

FLB, LLC, a Florida limited liability company

By: 
Name: Frederick Bickley
Its: Sole Member

CORRECTED PLAN OF MERGER

THIS PLAN OF MERGER between **PBB, LLC**, a Florida limited liability company ("Company 1") and **FLB, LLC**, a Florida limited liability company ("Company 2") is made effective as of June 30,, 2003 and has been approved by both parties to the merger in accordance with section 608.4382 of the Florida Statutes and is being submitted in accordance with Section 620.201 of the Florida Statutes:

FIRST : The exact name and jurisdiction of the parties to the merger:

PBB, LLC	Florida - terminating
FLB, LLC	Florida - terminating
FLB GP LLC	Florida - surviving (General Partner of Surviving P
Bickley Family LLLP	Florida - surviving party

SECOND: The exact name and jurisdiction of the surviving party shall be:

Bickley Family LLLP	Florida - surviving party
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THIRD: The terms and conditions of the merger are as follows:

The Company's shall transfer all assets and liabilities to the Partnership, and the Partnership shall accept and assume, as the case may be, all assets and liabilities from the Company's, whether known or unknown.

FOURTH: The manner and basis of converting the interest of the Company to the partners in the Partnership shall be:

<u>PBB, LLC</u>	
Penny Bickley	100%
<u>FLB, LLC</u>	
Frederick Bickley	100%
<u>Bickley Family LLLP</u>	
Penny Bickley	49.95%
Frederick Bickley	49.95%
FLB GP, LLC	.1%

FIFTH: The name and address of the general partner of the surviving entity, **FLB, GP, LLC** is: 740 64th Avenue, St Pete Beach, Fl 33706

SIXTH: The effective date of this Plan of Merger shall be June 30, 2003.

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IN WITNESS WHEREOF, the parties have signed this Plan of Merger on the 26th day of June, 2003.

FLB GP, LLC, a Florida limited liability company

By: 

Name: Frederick Bickley

Its: Sole Member

BICKLEY FAMILY LLLP, a Florida limited liability partnership

By: 

Name: Frederick Bickley

Its: Sole Member of its General Partner

FLB GP, LLC

PBB, LLC, a Florida limited liability company

By: 

Name: Penny Bickley

Its: Sole Member

FLB, LLC, a Florida limited liability company

By: 

Name: Frederick Bickley

Its: Sole Member