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**ROBERT M. JOHNSON, P.L.**

**Attorney at Law**  
27 SOUTH ORANGE AVENUE  
SUITE TWO  
SARASOTA, FLORIDA 34236-5822  
TELEPHONE (941) 906-1480  
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September 22, 2004

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

**In Re:        Bonefish, L.L.C.**  
**Reference No. LO20011272**  
**Attn: Lee Rivers – Document Specialist**  
**Letter No. 104A00053837**

Dear Lee Rivers:

You will find enclosed an alternative document for change of name of Bonefish, L.L.C. and our check for \$11.25 to complete that transaction.

You will also find enclosed Articles of Merger, which should be filed after the filing of the change of name for Bonefish, L.L.C. Our check for that transaction is enclosed to cover 3 parties at \$25.00 each and a certified copy of the Articles of Merger.

Please return the two transactions in the enclosed self-addressed stamped envelope.

Thank you for your courtesy.

Very truly yours,

ROBERT M. JOHNSON, P.L.

Bob Johnson

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RMJ:mab

Enclosure + checks (\$11.25 & \$105.00)  
Clien899\SCG - Bonefish\L- Div. of Corp. 092204

**AV<sup>®</sup> Rated – Martindale-Hubbell**

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 608.4382, 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. <u>SCG CAPITAL PROFIT SHARING PLAN, L.L.C.</u> 74 West Park Place Stamford, CT 06901	Florida	Limited Liability Company

Florida Document/Registration Number: L0200011272      FEI Number: 020604914

2. <u>SOUTH PINEAPPLE, L.L.C.</u> 3513 Flamingo Avenue Sarasota, FL 34242	Florida	Limited Liability Company
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Florida Document/Registration Number: L04000023652      FEI Number: 56-2452564

3. <u>1<sup>ST</sup> STREET, L.L.C.</u> 3513 Flamingo Avenue Sarasota, FL 34242	Florida	Limited Liability Company
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Florida Document/Registration Number: L04000039034      FEI Number: 20-1158572

**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>
<u>SCG CAPITAL PROFIT SHARING PLAN, L.L.C.</u> 74 West Park Place Stamford, CT 06901	Florida	Limited Liability Company

Florida Document/Registration Number: L0200011272      FEI Number: 020604914

**THIRD:** The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

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**FOURTH:** The attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the laws of Florida.

**FIFTH:** The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now member of the surviving entity pursuant to section 608.4381 (2), Florida Statutes.

**SIXTH:** The merger is permitted under the laws of Florida and is not prohibited by the articles of organization of any limited liability company that is a party to the merger.

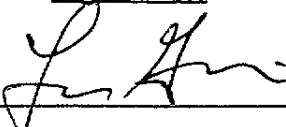
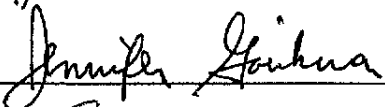
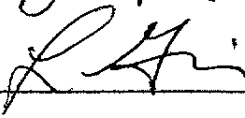
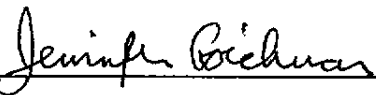
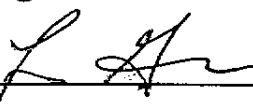
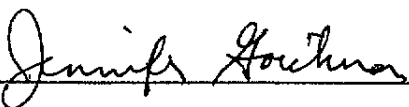
**SEVENTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

**EIGHTH:** The Articles of Merger comply and were executed in accordance with the laws of Florida.

**NINTH: 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>
<u>SCG CAPITAL PROFIT SHARING PLAN, L.L.C.</u>	 	Lawrence Goichman Jennifer Goichman
<u>SOUTH PINEAPPLE L.L.C.</u>	 	Lawrence Goichman Jennifer Goichman
<u>1<sup>ST</sup> STREET, L.L.C.</u>	 	Lawrence Goichman Jennifer Goichman

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, is being submitted in accordance with section 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>SCG CAPITAL PROFIT SHARING PLAN, L.L.C.</u>	Florida
<u>SOUTH PINEAPPLE, L.L.C.</u>	Florida
<u>1<sup>ST</sup> STREET, L.L.C.</u>	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
<u>SCG CAPITAL PROFIT SHARING PLAN, L.L.C.</u>	Florida

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

All assets of SOUTH PINEAPPLE, L.L.C. and 1<sup>ST</sup> STREET, L.L.C. shall be transferred to SCG CAPITAL PROFIT SHARING PLAN, L.L.C. All three merging entities are owned in the same manner and percentages so that no redistribution is required. The member-managers hold all assets for the profit sharing plan under which they are both Trustees.

**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:

There shall be no conversion of interests. Article Third shall apply.

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:

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There are no rights to acquire interests, shares, obligations or other securities. Article Third shall apply.

**FIFTH:** A limited liability company is the surviving entity and the names and addresses of the managing members are as follows:

Lawrence Goichman  
74 West Park Place  
Stamford, CT 06901

Jennifer Goichman  
74 West Park Place  
Stamford, CT 06901

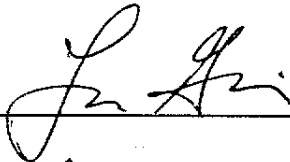
**APPROVED BY:**

Name of Entity


Signature(s)

Typed or Printed  
Name of Individual

SCG CAPITAL  
PROFIT SHARING  
PLAN, L.L.C.




Lawrence Goichman

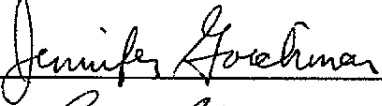


Jennifer Goichman

SOUTH PINEAPPLE  
L.L.C.



Lawrence Goichman

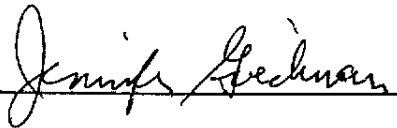


Jennifer Goichman

1<sup>ST</sup> STREET, L.L.C.



Lawrence Goichman



Jennifer Goichman