

L03000034080

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

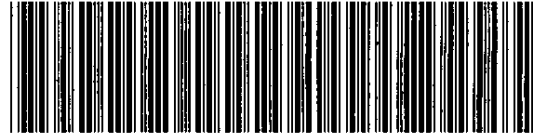
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Law Offices of
MICHAEL A. LAMPERT, P.A.
The Forum - Suite 900
1655 Palm Beach Lakes Boulevard
West Palm Beach, Florida 33401
Telephone (561) 689-9407
Telecopier (561) 683-1559

Michael A. Lampert
(Florida Board Certified Tax Attorney)
Also Admitted in Pa. and D.C.

Of Counsel:
Esther A. Zaretsky*
Richard P. Zaretsky**
**(Florida Board Certified Real Estate Attorney)
* Also Admitted in N.Y.

August 14, 2008

Via Federal Express 8581 0775 7139

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

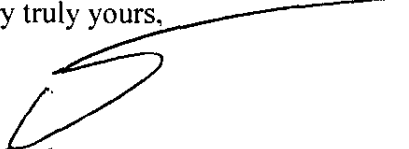
Re: Merger of ALTA, LLC and ALTA-2, L.L.C.

Dear Sir/Madam:

Enclosed please find a Certificate of Merger for Florida Limited Liability Company for filing for the above referenced. Also enclosed is this firm's check in the amount of \$80.00 to cover the filing fees as well as for a certified copy.

If you should have any questions, please contact me.

Very truly yours,


Michael A. Lampert

MAL/bmj
Enclosures
cc: Anthony E. Lampert

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ALTA, LLC

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Michael A. Lampert, Esq.

(Contact Person)

Michael A. Lampert, P.A

(Firm/Company)

1655 Palm Beach Lakes Blvd., Suite 900

(Address)

West Palm Beach, FL 33401

(City, State and Zip Code)

For further information concerning this matter, please call:

Michael A. Lampert, Esq. at (561) 689-9407

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
ALTA, LLC	Florida	LLC L03-34080
ALTA-2, L.L.C.	Florida	LLC L06-66650

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>
ALTA, LLC	Florida	LLC

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, 608, 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:

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:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

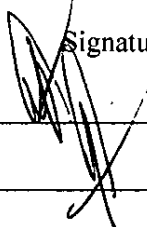
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
ALTA, LLC		Anthony E. Lampert
ALTA-2, L.L.C.		Anthony E. Lampert

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

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>
ALTA, LLC	Florida	LLC
ALTA-2, L.L.C.	Florida	LLC

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>
ALTA, LLC	Florida	LLC

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

All assets and liabilities of both merging parties shall belong to the surviving party. The management and operation of the surviving party shall be as provided in the Operating Agreement and Certificate of Organization, as they may currently exist or be amended in the future.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The membership interest of the members of each party are identical and the members' interest in the surviving party shall remain the same as before the merger. While there are no known other shares, obligations or securities of either party, such shares, obligations or securities of either party shall remain or become, as applicable, a share, obligation or security of the surviving party.

(Attach additional sheet if necessary)

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

All rights to acquire interest, shares, obligations or other securities of each merging party are identical as to both parties and the parties have identical ownership. Accordingly, all rights to acquire the interest, shares, obligations or other securities of the non-surviving party shall lapse and all such rights in the surviving party shall be provided for in the Operating Agreement and Articles of Organization as they may currently exist or be amended in the future.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)

FILED
AUG 15 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA