

LD4000056042

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

DEC 07 2011

EXAMINER

EFFECTIVE DATE: 12/06/11



December 1, 2011

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

Dear Sir or Madam:

Enclosed are the following for filing by the Department of State:

1. Certificate of Merger, merging ECI 8, LLC, a Florida limited liability company, with and into East Coast Ice, LLC, a Florida limited liability company. A copy of the executed Agreement and Plan of Merger is attached as Exhibit A.
2. A check in the amount of \$50 to cover the filing fees (\$25 for each company).
3. Please return all correspondence concerning this matter to:

Anthony Guccione, CPA
Ice House America, LLC
13361 Atlantic Boulevard
Jacksonville, Florida 32225
Anthony@icehouseamerica.com

The effective date of the merger of ECI 8, LLC into East Coast Ice, LLC will be November 1, 2011. If you have any questions concerning this matter please contact Anthony Guccione at 904-241-7535 at your earliest convenience.

Sincerely,

Kathleen Wubker
Special Counsel
Ice House America, LLC

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TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of the 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>
ECI 8, LLC 13361 Atlantic Boulevard Jacksonville, Florida 32225	Florida	Limited Liability Company L08000044496

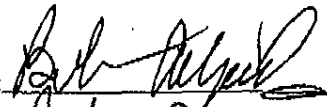
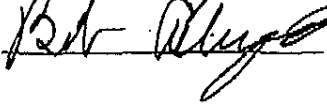
SECOND: The exact name, street address of the principal office, jurisdiction and entity type of the *surviving* party are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
East Coast Ice, LLC 13361 Atlantic Boulevard Jacksonville, Florida 32225	Florida	Limited Liability Company L04000056842

THIRD: The Plan of Merger attached as Exhibit A meets the requirements of Section 608.438, Florida Statutes, and was approved by the merging parties in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of December 6, 2011.

FIFTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed Name of Individual</u>
ECI 8, LLC	BY: 	BOB ALLIGOOD, MANAGER
East Coast Ice, LLC	BY: 	BOB ALLIGOOD, MANAGER

EFFECTIVE DATE **12/06/11**

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TALLAHASSEE, FLORIDA

EXHIBIT A
TO CERTIFICATE OF MERGER

Agreement and Plan of Merger

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TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
OF
ECI 8, LLC
WITH AND INTO
EAST COAST ICE, LLC**

The following Agreement and Plan of Merger was adopted and approved by each party to the merger in accordance with Section 608.438 of the Florida Limited Liability Act.

Background

The merging entity is ECI 8, LLC, a Florida limited liability company (the "Merging Entity"). The surviving entity is East Coast Ice, LLC, a Florida Limited Liability company (the "Surviving Entity"). Economies of operation and saving in administrative expenses can be achieved by merging the Merging Entity with and into the Surviving Entity.

1. **Term and Condition of Merger.** Upon the Effective Date, the Merging Entity shall be merged into the Surviving Entity, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall continue its existence as a Florida limited liability company under the Florida Limited Liability Act.

2. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall be fully vested in the Merging Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.

3. **Conversion of Interest of the Merging Entity.** The manner and basis of converting the outstanding Units of the Merging Entity into an ownership interest of the Surviving Entity are as follows:

On the Effective Date, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding Unit of the Merging Entity shall be cancelled without payment of any consideration and without any conversion, and each issued and outstanding unit of the Surviving Entity shall remain issued and outstanding without any conversion.

4. **Articles of Organization of the Surviving Entity.** The Articles of Organization of East Coast Ice, LLC, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Company until change or amended as provided by law.

5. **Surviving Entity.** The Surviving Entity's principal place of address is 13361 Atlantic Boulevard, Jacksonville, Florida 32225.

6. **Effective Date.** The merger shall become effective as of December 6, 2011 (the "Effective Date").

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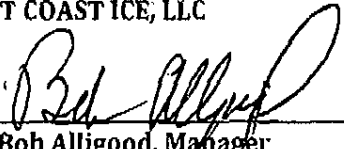
7. Supplemental Action. If, at any time after the Effective Date, the Surviving Entity determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Agreement and Plan of Merger, the appropriate officers of the Surviving or the Merging Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Agreement and Plan of Merger.

IN WITNESS WHEREOF, both the Merging Entity and the Surviving Entity have caused this Agreement and Plan of Merger to be executed as of the 6 day of December, 2011.

"SURVIVING ENTITY"

EAST COAST ICE, LLC

By:


Bob Alligood, Manager

"MERGING ENTITY"

ECI 8, LLC

By:


Bob Alligood, Manager

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TALLAHASSEE, FLORIDA

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