

604 0000 81914

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

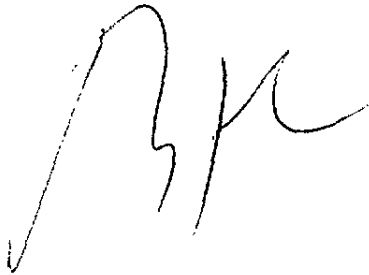
PICK-UP     WAIT     MAIL

(Business Entity Name)

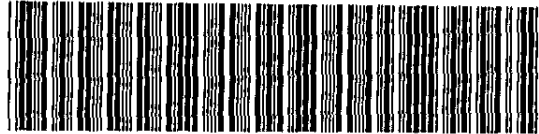
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EFFECTIVE DATE  
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04 DEC 30 PM 12:51  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
FILING OFFICE



CORPORATION SERVICE COMPANY

EFFECTIVE DATE  
12/31/04

04 DEC 30 PM 12:51  
STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 115113 4328337  
AUTHORIZATION :  
COST LIMIT : \$ 80.00

ORDER DATE : December 30, 2004  
ORDER TIME : 8:39 AM  
ORDER NO. : 115113-005  
CUSTOMER NO: 4328337

CUSTOMER: Ms. Lynne M. Rader  
Cohen & Grigsby, P.c.  
15th Floor  
11 Stanwix Street  
Pittsburgh, PA 15222

*Happy New Year  
Book!  
(or is it your b'day?)*

ARTICLES OF MERGER

VATTER, LTD.

INTO

VATTER INVESTMENT LLC

EFFECTIVE DATE: DECEMBER 31, 2004

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan EXT. 2955

EXAMINER'S INITIALS: \_\_\_\_\_

NO. 565 P. 2  
04 DEC 30 PM 12:51  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/31/04

### ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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>Vatter, Ltd.</u> <u>4901 Tamiami Trail North</u> <u>Naples, FL 34103</u>	<u>Florida</u>	<u>Limited Partnership</u>

Florida Document/Registration Number: A99000001806 FEI Number: 59-3606552

2. <u>Vatter Investment LLC</u> <u>4901 Tamiami Trail North</u> <u>Naples, FL 34103</u>	<u>Florida</u>	<u>Limited Liability Company</u>
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Florida Document/Registration Number: L040000081914 FEI Number: 20-1917341

3. _____ _____ _____	_____	_____
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Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

4. _____ _____ _____	_____	_____
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Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

*(Attach additional sheet(s) if necessary)*

**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>
Vatter Investment LLC 4901 Tamiami Trail North Naples, FL 34103	Florida	Limited Liability Company

Florida Document/Registration Number: LO4000081914 FEI Number: 20-1917341

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.



## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Vatter, Ltd.	Florida
Vatter Investment LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Vatter Investment LLC	Florida

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

See Exhibit "A" attached hereto

*(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

See Exhibit "A" attached hereto

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:

See Exhibit "A" attached hereto

*(Attach additional sheet(s) if necessary)*

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Juergen Vatter - Managing Member  
4901 Tamiami Trail North  
Naples, FL 34103

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

*(Attach additional sheet(s) if necessary)*



## PLAN OF MERGER

PLAN OF MERGER approved on December 29, 2004 by Vatter Investment LLC ("Vatter LLC"), a limited liability company organized under the laws of the State of Florida, and by resolution adopted by its Members on said date, and approved on December 29, 2004 by Vatter, Ltd. ("Vatter Ltd."), a limited partnership organized under the laws of the State of Florida, and by resolution adopted by its sole General Partner on said date.

1. Vatter LLC and Vatter Ltd. shall, pursuant to the provisions of the Florida Limited Liability Company Act and the provisions of the Florida Revised Uniform Limited Partnership Act, be merged with and into a single limited liability company, to wit, Vatter LLC, which shall be the surviving limited liability company upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving company", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Vatter Ltd., which is sometimes hereinafter referred to as the "non-surviving entity", shall cease at the effective time and date of the merger set forth hereinbelow in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act.

2. The Articles of Organization of Vatter LLC at the effective date of the merger in the jurisdiction of its organization shall be the Articles of Organization of said surviving company; and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company.

3. The Operating Agreement of Vatter LLC at the effective time and date of the merger in the jurisdiction of its organization will be the Operating Agreement of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The Members and officers in office of Vatter LLC at the effective time and date of the merger in the jurisdiction of its organization shall be the members and the officers of the surviving company, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the surviving company.

5. Each issued limited partnership interest of the non-surviving entity immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled and extinguished. The membership interests of the surviving company shall not be converted or exchanged in any manner, but each said interest which is issued at the effective date of the merger shall continue to represent one membership interest of the surviving company.

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6. The Plan of Merger herein made and approved shall be submitted to the General Partner of the non-surviving entity for its approval or rejection in the manner prescribed by the provisions of the Florida Revised Uniform Limited Partnership Act, and the merger of the non-surviving entity with and into the surviving company shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving company.

7. In the event that the Plan of Merger shall have been approved by the General Partner entitled to vote of the non-surviving entity in the manner prescribed by the provisions of the Florida Revised Uniform Limited Partnership Act, and in the event that the merger of the non-surviving entity with and into the surviving company shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving company, the non-surviving entity and the surviving company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The General Partner of the non-surviving entity and the Members and the proper officers of the surviving company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

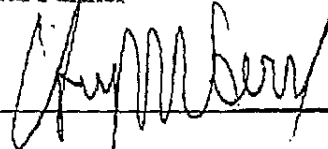
9. The effective date of the Plan of Merger shall be December 31, 2004.

[SIGNATURE PAGE FOLLOWS]

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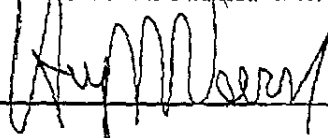
VATTER, LTD.

By : VATTER INVESTMENT, INC.,  
General Partner

By  \_\_\_\_\_

Title: Vice President

VATTER INVESTMENT LLC

By  \_\_\_\_\_

Title: Authorized Representative of  
Member