

LD5000019189

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

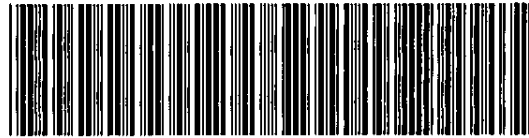
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Certified Copies _____

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2011 NOV 18 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
NOV 21 2011
EXAMINER

Jeff Fuller & Associates, P.A.

Attorneys and Counselors at Law

One Tampa City Center • Suite 1770
201 North Franklin Street • Tampa, Florida 33602
Ph. (813) 443-0978 • Fax (813) 229-3415

November 17, 2011

VIA FEDEX

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

Re: 11th Hour Business Centers, LLC

Gentlemen:

I enclose for filing the following items pertaining to the merger of Strategic Alliance Solutions, LLC into 11th Hour Business Centers, LLC:

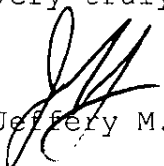
1. The original and one copy of the Certificate of Merger with attached Agreement and Plan of Merger; and

2. This firm's check payable to Florida Department of State for the following charges:

Filing Fee (2 LLC's)	\$ 50.00
Certified copy	<u>30.00</u>
TOTAL	\$ 80.00

Please approve and file the original Certificate of Merger, certify the copy of it, and return the certified copy to me.

Very truly yours,


Jeffery M. Fuller

JMF/lb
Enclosures
cc: K. Marlowe

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CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

2011 NOV 18 PM 3:03

The following Certificate of Merger is submitted to the SECRETARY OF STATE, TALLAHASSEE, FLORIDA the following Florida limited liability companies in accordance with §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>
<i>LD5000115436</i> Strategic Alliance Solutions, LLC	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>
<i>LD5000019189</i> 11th Hour Business Centers, LLC	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and 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.

STRATEGIC ALLIANCE SOLUTIONS, LLC

By: *Brannon Wright*
Brannon Wright
President and Sole Manager

11th HOUR BUSINESS CENTERS, LLC

By: Brannon Wright
Brannon Wright
President and Sole Manager

Lb\11th hour\strategic\
Certificate of Merger.strategic11-11-11

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

2011 NOV 18 PM 3:03
FILED
CLERK OF DISTRICT COURT
JANUARY 18, 2012
TALLAHASSEE, FLORIDA

This Agreement and Plan of Merger dated as of December 3, 2011 (this "Agreement"), is between Strategic Alliance Solutions, LLC ("Merged Company"), a Florida limited liability company with an address of 6300 Hazeltine National Drive, Suite 100, Orlando, Florida 32822, 11th Hour Business Centers, LLC ("Surviving Company"), a Florida limited liability company with an address of 6300 Hazeltine National Drive, Suite 100, Orlando, Florida 32822, and Wright Concepts, LLC ("Wright"), a Florida limited liability company with an address of 6300 Hazeltine National Drive, Suite 100, Orlando, Florida 32822.

BACKGROUND

The sole member and sole manager of Merged Company and the sole member and sole manager of Surviving Company have approved the merger of Merged Company with and into the Surviving Company (the "Merger") upon the terms and conditions set forth in this Agreement and the Plan of Merger. After the Effective Time as defined in Section 1.2, the sole member of Merged Company will continue to own immediately after the Merger 100% of the membership interests of Wright which will own 100% of Surviving Company. The parties agree as follows:

ARTICLE I.

THE MERGER; EFFECTIVE TIME

1.1 The Merger. Upon the terms and subject to the conditions set forth in this Agreement and in accordance with the Florida Limited Liability Company Act (the "Florida Act"), Merged Company shall be merged with and into Surviving Company. Following the Effective Time, the separate corporate existence of Merged Company shall cease and Surviving Company shall continue as the surviving entity in the Merger and shall succeed to and assume all of the rights and obligations of Merged Company in accordance with the Florida Act. Except as provided herein, the separate existence of Surviving Company with all its rights, privileges, immunities, powers, and franchises as a limited liability company under the Florida Act shall continue unaffected by the Merger. The Merger shall have the effects specified in Section 608.4383 of the Florida Act.

1.2 Effective Time. The Merger shall be effective upon the date the Certificate of Merger is filed with the Florida Department of State (the "Effective Time").

1.3 Consent of Members and Managers. The sole member and sole manager of Merged Company and Surviving Company have approved the Merger in accordance with the Florida Act.

ARTICLE II. SURVIVING COMPANY

2.1 Name. The name of the Surviving Company shall be "11th Hour Business Centers, LLC".

2.2 Articles of Organization. No changes in the Articles of Organization or Operating Agreement of Surviving Company will be effected by the Merger. The Articles of Organization and Operating Agreement of Surviving Company as in effect as of the Effective Time will continue in full force and effect.

2.3 Management. As of the Effective Time, the management of Surviving Company shall remain vested in its sole manager, Brannon Wright with an address of 6300 Hazeltine National Drive, Suite 100, Orlando, Florida 32822, and the sole member of Surviving Company shall continue to be Wright. The manager shall serve at the pleasure of Surviving Company's member in accordance with the provisions of the Operating Agreement and applicable law.

2.4 Dissenting Members. Because the merger was approved by the sole member and sole manager of Merged Company and the sole member and sole manager of Surviving Company, there are no dissenting members.

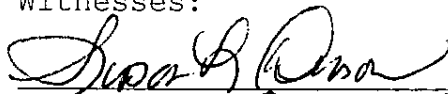
ARTICLE III. CONVERSION OF MEMBERSHIP INTEREST

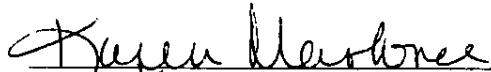
3.1 Effect on Membership Interest. At the Effective Time, as a result of the Merger and without any action on the part of Surviving Company, 100% of the membership interests of Merged Company, all of which is owned by Brannon Wright, shall be automatically consumed and thereby converted into the existing 100% of the membership interests of Wright which will own 100% of Surviving Company already owned by Wright. Each outstanding certificate of Merged Company shall automatically be cancelled and retired and shall cease to be issued and shall cease to exist. Each issued and outstanding membership interest of Wright and Surviving Company shall continue unchanged and remain outstanding. Wright will continue to own all of the outstanding membership interests of the Surviving Company.

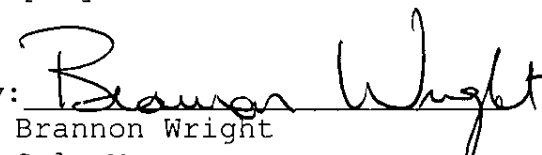
IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the duly authorized manager of the parties hereto as of the date first written above.

11TH HOUR BUSINESS CENTERS, LLC
a Florida limited liability
company

Witnesses:


Name: Susan L. Denson


Name: Karen Marlone

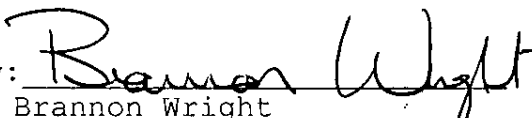
By: 
Brannon Wright
Sole Manager

STRATEGIC ALLIANCE SOLUTIONS, LLC
a Florida limited liability
company

Witnesses:


Name: Susan L. Denson

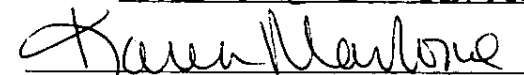

Name: Karen Marlone

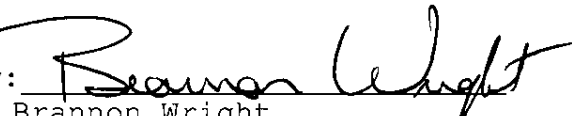
By: 
Brannon Wright
Sole Manager and President

CONSENTED TO BY:
WRIGHT CONCEPTS, LLC
a Florida limited liability
company

Witnesses:


Name: Susan L. Denson


Name: Karen Marlone

By: 
Brannon Wright
Sole Manager and Sole Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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