

LD5000082021

Florida Department of State
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Division of Corporations
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From:

Account Name : HARRISON, HENDRICKSON & KIRKLAND, P.A.
Account Number : I20010000002
Phone : (941)746-1167
Fax Number : (941)746-9229

MERGER OR SHARE EXCHANGE

FIESTA GROVE, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 20, 2005

HARRISON, HENDRICKSON

SUBJECT: FIESTA GROVE, LLC
REF: L05000082021

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please include the exhibit(s) referred to in your document.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Neysa Culligan
Document SpecialistFAX Aud. #: H05000243809
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Neyssa Culligan
Document Specialist

FAX And. #: H05000249809
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

***** - - *****

- HARRISON HENDRICKSON -

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ARTICLES OF MERGER
OF
FIESTA GROVE, A FLORIDA GENERAL PARTNERSHIP
INTO
FIESTA GROVE, LLC, A FLORIDA LIMITED LIABILITY COMPANY
LDS-82021

Pursuant to Chapter 608.4382, Florida Statutes, FIESTA GROVE, a Florida general partnership, and FIESTA GROVE, LLC, a Florida limited liability company adopt these Articles of Merger for the purpose of merging FIESTA GROVE, a Florida general partnership, into FIESTA GROVE, LLC, a Florida limited liability company.

1. The Plan of Merger setting forth the terms and conditions of the merger of FIESTA GROVE, a Florida general partnership, into FIESTA GROVE, LLC, a Florida limited liability company, is attached to these Articles as Exhibit "A" and incorporated herein by reference.

2. The Plan of Merger was approved by FIESTA GROVE, LLC, a Florida limited liability company, in accordance with the applicable provisions of Chapter 608.4381 of Florida Statutes.

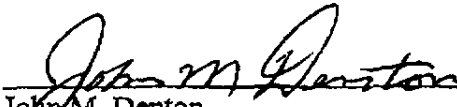
3. The Plan of Merger was approved by FIESTA GROVE, a Florida general partnership, all in accordance with the applicable provisions of Chapter 620 of Florida Statutes.

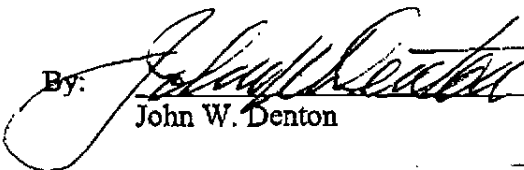
4. The effective date of the merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

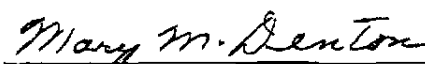
IN WITNESS WHEREOF, these Articles were executed by both parties, FIESTA GROVE, a Florida general partnership, and FIESTA GROVE, LLC, a Florida limited liability company, this 7th day of October, 2005.

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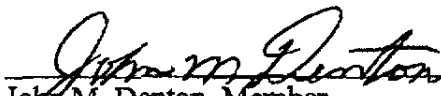
FIESTA GROVE, a Florida general partnership

By: 
John M. Denton


By: 
John W. Denton

By: 
Mary M. Denton

FIESTA GROVE, LLC, a Florida limited liability company

By: 
John M. Denton, Member

By: 
John W. Denton, Member

By: 
Mary M. Denton, Member

(Company Seal)

STATE OF FLORIDA
COUNTY OF MANATEE

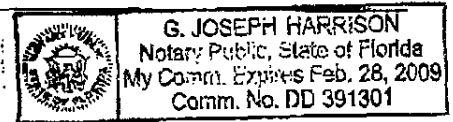
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JOHN M. DENTON, known to me to be a General Partner of FIESTA GROVE, a Florida general partnership, and known to me to be a Member of Fiesta Grove, LLC, a Florida limited liability company, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such general partnership and company, and that an oath was not taken. (Check one:) Said person is personally known to me. Said person provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 7 day of Oct, A.D. 2005.

[Signature]
NOTARY PUBLIC

Printed Notary Signature
Commission No.

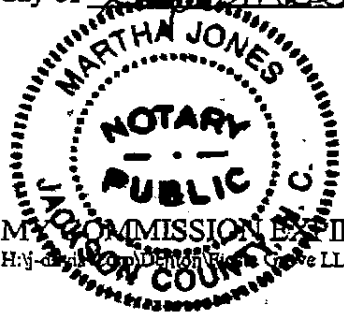
MY COMMISSION EXPIRES:



STATE OF North Carolina
COUNTY OF Jackson

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JOHN W. DENTON AND MARY M. DENTON, known to me to be General Partners of FIESTA GROVE, a Florida general partnership, and known to me to be Members of Fiesta Grove, LLC, a Florida limited liability company, in whose names the foregoing instrument was executed, and that they acknowledged executing the same for such general partnership and company, and that an oath was not taken. (Check one:) Said persons are personally known to me. Said persons provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of September, A.D. 2005.



[Signature]
NOTARY PUBLIC
Martha Jones
Printed Notary Signature
Commission No. N/A

MY COMMISSION EXPIRES: May 25, 2008

EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER of FIESTA GROVE, a Florida general partnership, and FIESTA GROVE, LLC, a Florida limited liability company, pursuant to Section 608.438 of the Florida Statutes, is adopted as follows:

A. FIESTA GROVE, a Florida general partnership, shall be merged with and into FIESTA GROVE, LLC, a Florida limited liability company, to exist and be governed by the laws of the State of Florida.

B. The name of the surviving limited liability or business entity shall be FIESTA GROVE, LLC, a Florida limited liability company.

C. When this Agreement becomes effective the existence of FIESTA GROVE, a Florida general partnership, shall cease and the surviving entity, FIESTA GROVE, LLC, a Florida limited liability company, shall succeed, without other transfer, to all of the rights and property of FIESTA GROVE, a Florida general partnership, and shall be subject to all of the debts and liabilities of said general partnership in the same manner as if the surviving limited liability company had itself incurred the same. All rights of creditors and all liens on the property of each entity shall be preserved unimpaired, limited to the lien to the property effected by the liens immediately prior to the merger.

D. The surviving entity, FIESTA GROVE, LLC will carry on business with the assets of said general partnership as well as the assets of its own.

E. The partners, of FIESTA GROVE, a Florida general partnership, shall surrender all of their ownership interests therein in the manner hereinafter set forth.

F. In exchange for the contribution of their respective existing partnership interest, each of such partners shall receive units of ownership in the limited liability company in direct proportion to the ownership interest which each had held in the general partnership and in such a manner so that each shall have and hold the same ownership percentage interest of the total ownership interest in the limited liability company as they had held in the general partnership.

G. The Articles of Organization of the limited liability company, which is the survivor of this merger, shall continue in full force as the Articles of Organization of the survivor until altered, amended or repealed hereafter.

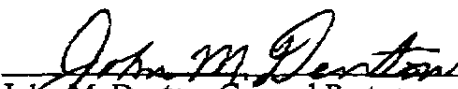
H. Management of the surviving limited liability company is vested in its Members, whose name and business address is as follows:

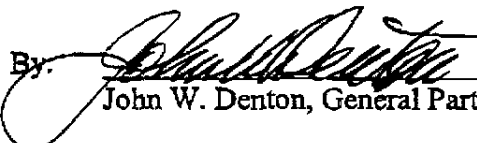
John M. Denton; John W. Denton and Mary M. Denton
9010 58th Drive East, Suite 100
Bradenton, Florida 34203

I. The effective date of this merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, this Plan was executed this _____ day of _____, 2005.

FIESTA GROVE, a Florida general partnership

By: 
John M. Denton, General Partner

By: 
John W. Denton, General Partner

By: 
Mary M. Denton, General Partner

FIESTA GROVE, LLC, a Florida limited liability company

By: John M. Denton
John M. Denton, Member

By: John W. Denton
John W. Denton, Member

By: Mary M. Denton
Mary M. Denton, Member

(Company Seal)

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JOHN M. DENTON, known to me to be a General Partner of FIESTA GROVE, a Florida general partnership, and known to me to be a Member of Fiesta Grove, LLC, a Florida limited liability company, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such general partnership and company, and that an oath was not taken. (Check one:) Said person is personally known to me. Said person provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 7 day of Oct, A.D. 2005.

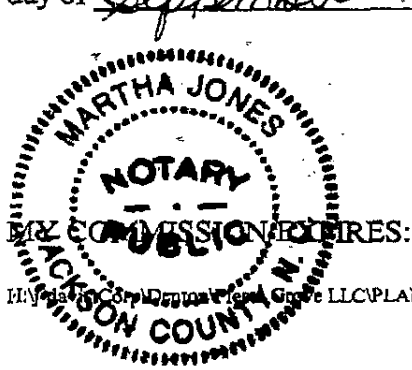
[Signature]
NOTARY PUBLIC
Printed Notary Signature
Commission No. _____
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[Signature]
NOTARY PUBLIC
Printed Notary Signature
Commission No. N/A

MY COMMISSION EXPIRES: May 25, 2008