

**L07000073727**

Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
FOCUS REAL ESTATE DEVELOPMENT, LLC**

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## CERTIFICATE OF MERGER

of

FLORIDA REAL ESTATE DEVELOPMENT, LLC

with and into

FOCUS REAL ESTATE DEVELOPMENT, LLC

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MAR 19 PM 3:49  
TALLAHASSEE, FLORIDA

Pursuant to Sections 608.438-608.4383 of the Florida Limited Liability Company Act (the "Act") of the State of Florida, Florida Real Estate Development, LLC, a Florida limited liability company, and Focus Real Estate Development, LLC, a Florida limited liability company

## DO HEREBY CERTIFY:

FIRST: That the name and state of organization of each of the limited liability companies to the merger are as follows:

<u>Name</u>	<u>State of Incorporation/ Organization</u>	<u>FL ID No.</u>
Florida Real Estate Development, LLC	Florida	L03000032252
Focus Real Estate Development, LLC	Florida	L07000073727

SECOND: That the name of the surviving limited liability company of the merger of Florida Real Estate Development, LLC (the "Merging Company") with and into Focus Real Estate Development, LLC (the "Merger") is Focus Real Estate Development, LLC (the "Surviving Company").

THIRD: A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by the Merging Company and the Surviving Company in accordance with Section 608.4381 of the Act. The Plan provides for the merger of the Merging Company into the Surviving Company, with the Surviving Company being the surviving entity in the Merger.

FOURTH: The Plan was recommended by the Managers of the Surviving Company, and pursuant to Section 608.4231(8) of the Act was unanimously approved and adopted by written consent of all of the Members of each of the Merging Company and the Surviving Company on May 31<sup>st</sup>, 2012.

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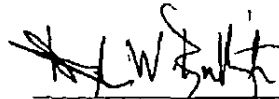
FIFTH: That the articles of organization of the Surviving Company shall be the articles of organization of the Surviving Company.

SIXTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Department of State of the State of Florida.

This Certificate of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

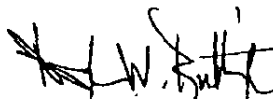
Dated: May 31<sup>st</sup>, 2012

**FLORIDA REAL ESTATE  
DEVELOPMENT, LLC**



DOUGLAS W. BULLINGTON,  
Chief Executive Officer

**FOCUS REAL ESTATE  
DEVELOPMENT, LLC**



DOUGLAS W. BULLINGTON,  
Chief Executive Officer

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**PLAN OF MERGER**  
**of**  
**FLORIDA REAL ESTATE DEVELOPMENT, LLC**  
**with and into**  
**FOCUS REAL ESTATE DEVELOPMENT, LLC**

THE PLAN OF MERGER was approved on May 31<sup>st</sup>, 2012 by Florida Real Estate Development, LLC (the "Merging Company"), a limited liability company organized under the laws of the State of Florida, and by resolution adopted by its Members and Managers on said date, and approved on May 31<sup>st</sup>, 2012 by Focus Real Estate Development, LLC, a limited liability company organized under the laws of the State of Florida, and by resolution adopted by its Members and Managers on said date. The names of the limited liability companies planning to merge are Florida Real Estate Development, LLC and Focus Real Estate Development, LLC, each, a limited liability company organized under the laws of the State of Florida. The name of the surviving limited liability company into which Florida Real Estate Development, LLC plans to merge is Focus Real Estate Development, LLC. The merger shall have the effects set forth in Section 608.4383 of the Florida Limited Liability Company Act (the "Act").

1. The Merging Company shall, pursuant to the provisions of the Act, be merged with and into Focus Real Estate Development, 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 limited liability company", and which shall continue to exist as said surviving limited liability company under the name of "Focus Real Estate Development, LLC", pursuant to the provisions of the Act. The separate existence of the Merging Company, which is sometimes hereinafter referred to as the "non-surviving limited liability company", shall cease upon the effective date of the merger in accordance with the provisions of the Act.

2. The Articles of Organization of the surviving limited liability company upon the effective date of the merger shall be the Articles of Organization of the surviving limited liability 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 Act.

3. The present operating agreement of the surviving limited liability company shall be the operating agreement of the surviving limited liability company and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.

4. Each membership unit of the non-surviving limited liability company issued and outstanding immediately prior to the effective date of the merger shall be converted into and become one membership unit of the surviving limited liability company.

5. The Plan of Merger herein made and approved shall be submitted to the Members of each of the non-surviving limited liability company and the surviving limited

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liability company for their approval or rejection in the manner prescribed by the provisions of the Act.

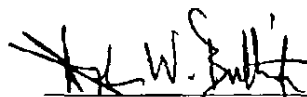
6. In the event that the Plan of Merger shall have been approved by the Members entitled to vote of each of the non-surviving limited liability company and the surviving limited liability company in the manner prescribed by the provisions of the Act, the non-surviving limited liability company and the surviving limited liability 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.

7. The Members, Managers and the proper officers of each of the non-surviving limited liability company and the surviving limited liability 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 provisions of this Plan of Merger or of the merger herein provided for.

8. This Plan of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

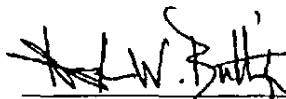
IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger  
this 31<sup>st</sup> day of May, 2012.

**FLORIDA REAL ESTATE  
DEVELOPMENT, LLC**



DOUGLAS W. BULLINGTON,  
Chief Executive Officer

**FOCUS REAL ESTATE  
DEVELOPMENT, LLC**



DOUGLAS W. BULLINGTON,  
Chief Executive Officer