

From: PHOENIX LAW PARTNERS

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Division of Corporations

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MERGER OR SHARE EXCHANGE
13730 Tamiami, LLC

Certificate of Status	1
Certified Copy	0
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SECRETARY OF STATE
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**Certificate of Merger
for
Florida Limited Liability Company
and
Montana Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with *§608.438, Florida Statutes and §35-8-1201 and §35-8-1202 of the Montana Code.*

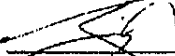
- FIRST:** The sole merging party is:
Soapy Suds, LLC
Montana Secretary of State Filing Number C-159293-700980
Date of Filing articles of organization was 28 July 2006
- SECOND:** The surviving party is:
13730 Tamiami, LLC
Florida Department of State Document Number L08000049018
Date of filing articles of organization was 15 May 2008
- THIRD:** *§608.438, Florida Statutes*, authorizes the merger of a foreign entity profit limited liability company, as the merging party, into a Florida Limited Liability Company, as the surviving party. *§35-8-1201(1) of the Montana Code* authorizes the merger of its domestic limited liability companies into foreign limited liability companies. The merging party and the surviving party approved the attached Plan of Merger in accordance with the applicable provisions of *Chapter 608, Florida Statutes and §35-8-1201(3) of the Montana Code.*
- FOURTH:** The merging party is a Montana business entity and the surviving party is a Florida business entity described in the First and Second Articles that approved the attached Plan of Merger in accordance with Florida law and Montana law as described in the Third Article.
- FIFTH:** The merger's effective date is 31 January 2011 at 12:00 a.m. EST, which is not prior to, nor more than, 90 calendar days after the date this document is filed by the Florida Department of State.
- SIXTH:** The surviving party was organized under the laws of Florida as described in the Second and Fourth Articles, and its principal office address is in the State of Florida.
- SEVENTH:** The surviving party is formed under the laws of Florida as described in the First and Fourth Articles.

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EIGHTH: The merged party and the surviving party execute these Articles of Merger on 31 January 2011.

Soapy Suds, LLC

By:



Gary M. Shaffer



Sandra L. Shaffer

13730 Tamiami, LLC

By: Gary Milton Shaffer Revocable Trust, dated September 11, 2007
It's Managing Member

By:



Gary Milton Shaffer, Co-Trustee



Sandra Lynn Shaffer, Co-Trustee

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PLAN OF MERGER

§608.438 Florida Statutes, authorizes the merger of a Florida Limited Liability Company, as a merging party, and a Montana Limited Liability Company, as a merging party, into a Florida Limited Liability Company, as the surviving party. The following Florida Limited Liability Companies, as merging parties, merging into the following Florida Limited Liability Company, as the surviving party, respectively adopt this Plan of Merger in accordance with *§608.438, Florida Statutes*, respectively and the following Montana Limited Liability Company, as a merging party, adopts this Plan of Merger in accordance with *§35-8-1201 of the Montana Code*.

FIRST: The merging parties are:

- 1788 N. Tamiami, LLC, a Florida limited liability company**
Florida Department of State Document Number L08000049005
- And
- 12262 Palm Beach Blvd, LLC, a Florida limited liability company**
Florida Department of State Document Number L08000049010
- And
- Soapy Suds, LLC, a Montana limited liability company**
Montana Secretary of State Filing Number C-159293-700980

SECOND: The surviving party is:

- 13730 Tamiami, LLC, a Florida limited liability company**
Florida Department of State Document Number L08000049018

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

The mergers' effective date is January 2011 at 12:00 a.m. EST, which is not prior to, nor more than, 90 calendar days after the date the Certificate of Merger are to be filed by the Florida Department of State and the Articles of Merger, with respect to the Montana Limited Liability Company, are to be filed with the Montana Secretary of State.

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

All issued and outstanding membership interests in each merging party will be converted for membership interests in the surviving party on the effective date of the merger such that the two members of each merging party will become members of the surviving party and the conversion will represent all equity, value and voting rights in each merging party for all equity, value and voting rights in the surviving party in equal shares to each of the two members. There will not be any other property, debt or cash exchanged.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property are not

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applicable as there are no authorized or outstanding warrants, options or other rights to acquire the interests, shares, obligations or other securities of each merged party.

FIFTH: The surviving party is not a partnership and, therefore, there is no general partner.

SIXTH: The name and business address of the sole managing member of the surviving party, a Florida limited liability company, on the merger's effective date is:

Gary Milton Shaffer and Sandra Lynn Shaffer, as Co-Trustees of the
Gary Milton Shaffer Revocable Trust, dated September 11, 2007
13709 Brynwood Lane
Fort Myers, Florida 33912

SEVENTH: Other than the Montana limited liability company described as a merging party in the First Article of the Plan of Merger, each merging party and the surviving party are Florida business entities described in the First and Second Articles of this Plan of Merger and no party is a business entity formed, organized or incorporated outside Florida. The members of the Montana limited liability company approved this Plan of Merger in accordance with §35-8-1201(3) (a) and (b) of the Montana Code, and the Plan of Merger contains the information required under §35-8-1201(2) of the Montana Code.

EIGHTH: Other provisions relating to the merger are as follows:

The surviving party is a Florida limited liability company as described in the Second and Sixth Articles of this Plan of Merger. Pursuant to §608.438(4)(d), Florida Statutes, the "fair value," as defined in §608.4351, Florida Statutes, of an interest in the surviving party immediately prior to the merger is \$1.00 and immediately after the merger equals the "fair value" of merging party, plus \$1.00, by virtue of the fact that the surviving party has no assets or liabilities immediately prior to the merger and acquires all of each merging party's assets and liabilities by virtue of the merger as the surviving party's only assets and liabilities.

As a result of the membership interests conversion described in the Fourth Article of this Plan of Merger, all perfected security interests, and all other security interests known to each merging party's members, in the membership interests of each merging party continue and become a lien on the membership interests in the surviving party to the extent of and pursuant to any express security agreements validly encumbering the membership interests in each merging entity.