

L10000098856

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200245150642

03/04/13--01028--010 **70.00

13 MAR -4 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meayra

3-12-13



ATTORNEYS AT LAW

Jenna L. Neal
Professional Assistant

904 . 346 . 5783
JNeal@rtlaw.com

1301 Riverplace Boulevard • Suite 1500
Jacksonville, Florida 32207

904 . 398 . 3911 Main
904 . 396 . 0663 Fax
www.rtlaw.com

March 1, 2012

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: E. D. TRANSPORTATION & MARKETING, LLC, DOCUMENT NUMBER
L10000007160**

To Whom It May Concern:

Enclosed please find the following:

1. A firm check in the amount of \$70.00 representing your fee for filing Articles of Merger of E. D. TRANSPORTATION & MARKETING, LLC (Document Number L10000007160) into ECONOMY DENTURES MANAGEMENT SERVICES, LLC (Document Number L10000098856), *effective date of this merger shall be 11:59 p.m. on March 1, 2013*; and
2. A self-addressed, prepaid Federal Express envelope for return of the documents.

Please contact me at (904) 346-5783 if you should have any questions. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Jenna L. Neal".

Jenna L. Neal

Enclosures

**CERTIFICATE OF MERGER OF
E.D. TRANSPORTATION & MARKETING, LLC INTO
ECONOMY DENTURES MANAGEMENT SERVICES, LLC**

FILED
13 MAR -4 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 608.438 and 608.4382, Florida Statutes, the undersigned companies adopt the following Certificate of Merger for the purpose of merging **E.D. TRANSPORTATION & MARKETING, LLC**, a Florida limited liability company, into **ECONOMY DENTURES MANAGEMENT SERVICES, LLC**, a Florida limited liability company.

1. Attached hereto as Exhibit A and incorporated herein by reference as fully as is set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **E.D. TRANSPORTATION & MARKETING, LLC** into **ECONOMY DENTURES MANAGEMENT SERVICES, LLC**. **ECONOMY DENTURES MANAGEMENT SERVICES, LLC** shall be the surviving company.

2. The effective date of this merger shall be 11:59 p.m. on March 1, 2013 or, if later, the date upon which this Certificate of Merger is filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by the applicable provisions of Chapter 608, Florida Statutes, by the Sole Member of **ECONOMY DENTURES MANAGEMENT SERVICES, LLC**, by resolutions dated February 28, 2013.

4. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by the applicable provisions of Chapter 608, Florida Statutes, by the Sole Member of **E.D. TRANSPORTATION & MARKETING, LLC**, by resolutions dated February 28, 2013.

IN WITNESS WHEREOF, ECONOMY DENTURES MANAGEMENT SERVICES, LLC and E.D. TRANSPORTATION & MARKETING, LLC have caused this Certificate of Merger to be signed in their company names as of the 28th day of February, 2013.

**ECONOMY DENTURES MANAGEMENT
SERVICES, LLC**

By: Leroy R. Polite, D.M.D., P.A. Soutel Dental
Center, its sole member

By: 
Leroy R. Polite
President

**E.D. TRANSPORTATION & MARKETING,
LLC**

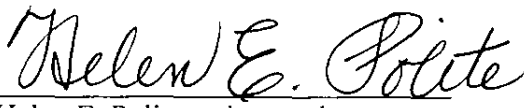
By: 
Helen E. Polite, sole member

EXHIBIT A
PLAN OF MERGER
(Attached)

PLAN OF MERGER

This Plan of Merger is a Plan of Liquidation dated as of the 28th day of February, 2013, pursuant to Section 608.438, Florida Statutes, for the merger of **E.D. TRANSPORTATION & MARKETING, LLC**, a Florida limited liability company, into **ECONOMY DENTURES MANAGEMENT SERVICES, LLC**, a Florida limited liability company. **ECONOMY DENTURES MANAGEMENT SERVICES, LLC** is to be the surviving company.

In accordance with the provisions of this Plan of Merger and the Florida Limited Liability Company Act, at the Effective Time (as defined below), **E.D. TRANSPORTATION & MARKETING, LLC** shall be merged into **ECONOMY DENTURES MANAGEMENT SERVICES, LLC** (the "Merger") and the separate company existence of **E.D. TRANSPORTATION & MARKETING, LLC** shall cease and **ECONOMY DENTURES MANAGEMENT SERVICES, LLC** (the "Surviving Company") shall continue its company existence as a Florida limited liability company pursuant to the laws of Florida (**ECONOMY DENTURES MANAGEMENT SERVICES, LLC** and **E.D. TRANSPORTATION & MARKETING, LLC** are herein collectively referred to as the "Constituent Companies").

1. The Merger shall become effective as of 11:59 p.m. on March 1, 2013 or, if later, the date upon which the Certificate of Merger is filed with the Secretary of State of Florida (the "Effective Time").

2. The Surviving Company shall possess and retain every interest in all assets and property of every description of each of the Constituent Companies. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Companies shall be vested in the Surviving Company without further act or deed subject, however, to the limitations on the powers of **ECONOMY DENTURES MANAGEMENT SERVICES, LLC** imposed by its Articles of Organization and Florida law.

MANAGEMENT SERVICES, LLC imposed by its Articles of Organization and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Companies shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Companies shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all obligations of each of the Constituent Companies existing as of the Effective Time.

4. The Articles of Organization of **ECONOMY DENTURES MANAGEMENT SERVICES, LLC** in effect immediately prior to the Effective Time shall continue to be the Articles of Organization of the Surviving Company.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding membership interest of **E.D. TRANSPORTATION & MARKETING, LLC** shall be cancelled without payment of any consideration and without any conversion.

6. The members of **E.D. TRANSPORTATION & MARKETING, LLC** who dissent from the merger of **E.D. TRANSPORTATION & MARKETING, LLC** into **ECONOMY DENTURES MANAGEMENT SERVICES, LLC** pursuant to Section 608.4354, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act, Chapter 608, Florida Statutes, regarding the rights of dissenting members, to be paid the fair value of their membership interests. By the signing of the Certification set forth below, **HELEN E. POLITE**, as the sole member of **E.D. TRANSPORTATION & MARKETING, LLC**, hereby expressly waives all mailing and notification requirements with respect to such rights, as well as the rights under Section 608.4381(3), Florida Statutes, and waives any and all rights to dissent and be paid fair value for her membership interest.

7. This Plan of Merger may be abandoned at any time prior to filing the Certificate of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the Merger by the sole member of **ECONOMY DENTURES MANAGEMENT SERVICES, LLC** or the sole member of **E.D. TRANSPORTATION & MARKETING, LLC** followed by written notice to the sole member of the other entity party to the Merger.

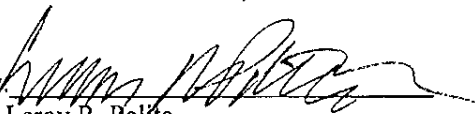
[Intentionally left blank]

CERTIFICATION

ECONOMY DENTURES MANAGEMENT SERVICES, LLC hereby certifies that the foregoing Plan of Merger was adopted and approved by the sole member of **ECONOMY DENTURES MANAGEMENT SERVICES, LLC** on the 28th day of February, 2013.

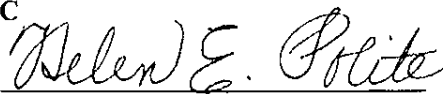
ECONOMY DENTURES MANAGEMENT SERVICES, LLC

By: LEROY R. POLITE, D.M.D., P.A. SOUTEL
DENTAL CENTER, its sole member

By: 
Leroy R. Polite
President

E.D. TRANSPORTATION & MARKETING, LLC hereby certifies that the foregoing Plan of Merger was adopted and approved by the sole member of **E.D. TRANSPORTATION & MARKETING, LLC** on the 28th day of February, 2013.

E.D. TRANSPORTATION & MARKETING, LLC

By: 
Helen E. Polite
Sole Member