

P98000064338

(Requestor's Name)

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(City/State/Zip/Phone #)

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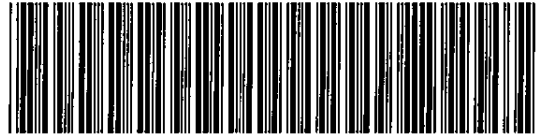
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

85.00
30.00

RAFFERTY, STOLZENBERG, GELLES, TENENHOLTZ & FLYNN, P.A.
ATTORNEYS AT LAW

WILLIAM L. RAFFERTY, JR.
KEITH H. STOLZENBERG
JARED GELLES
JOHN S. TENENHOLTZ
CHARLES W. FLYNN III
MARIA A. MARTINEZ-HUDSON
JOSE M. CAMACHO, JR.
CHRISTOPHER T. MCKAY
R. NICHOLAS BOHN
MARSAD QURAISHI

1401 BRICKELL AVENUE
SUITE 825
MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0330
FACSIMILE (305) 373-2735
Email:
administrator@rsglawyers.com

BOCA RATON
FT. LAUDERDALE
OF COUNSEL
THOMAS L. ABRAMS
OLGA GONZALEZ
THOMAS J. HESS

October 6, 2006

Via Federal Express

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

Re: B.I.P., Inc. Merger with Focus LLC and B.I.P. Real Estate LLC

Dear Madam or Sir:

In connection with the referenced merger, enclosed for filing please find an original executed Certificate of Merger for Florida Limited Liability Companies, as well as the corresponding Plan or Merger. Also enclosed is our check in the amount of \$115.00 in payment of the filing fee and a certified copy.

Thank you for your prompt attention to this matter. If you need anything further in order to proceed with this filing, please contact the undersigned.

Sincerely,

**RAFFERTY, STOLZENBERG, GELLES,
TENENHOLTZ & FLYNN, P.A.**


Toni Clark
Certified Legal Assistant

Enclosures

Cc: William L. Rafferty, Jr., Esq. (w/o encl.)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 11, 2006

RAFFERTY, STOLZENBERG, GELLES, TENENHOLTZ, & FLYNN PA
1401 BRICKELL AVENUE
SUITE 825
MIAMI, FL 33131

SUBJECT: B.I.P., INC.
Ref. Number: P98000064338

We have received your document for B.I.P., INC. and your check(s) totaling \$115.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Any Florida entity listed as a party to a merger must have an active Florida registration on our records or the merger cannot be filed. A review of our records indicates a Florida party is no longer active on our records. Please refer to the enclosed computer printout.

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

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 606A00060500

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**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANIES**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following limited liability companies in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type and, jurisdiction for each merging party are as follows:

<u>Name and Street address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FOCUS LLC 7925 N.W. 12 th Street Miami, Florida 33126	Florida	Limited Liability Company
Florida Document Number: L02000029355		
B.I.P. REAL ESTATE LLC 7925 N.W. 12 th Street Miami, Florida 33126	Florida	Limited Liability Company
Florida Document Number: L03000010111		

SECOND: The exact name, form/entity type, and jurisdiction for each surviving party are as follows:




<u>Name and Street address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
B.I.P., INC. 7925 N.W. 12 th Street Miami, Florida 33126	Florida	Corporation
Florida Document/Registration Number: P98000064338		

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

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.

SIXTH: Signatures for each party:

<u>Name of Entity/Organization</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
FOCUS LLC		Claire Bruno, Pres.
B.I.P. REAL ESTATE LLC		Claire Bruno, Mgr.
B.I.P., INC.		Claire Bruno, Mgr.

PLAN OF MERGER

FIRST: The exact name, form/entity type and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FOCUS LLC	Florida	Limited Liability Company
B.I.P. REAL ESTATE LLC	Florida	Limited Liability Company
B.I.P., INC.	Florida	Corporation

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>
B.I.P., INC.	Florida	Corporation

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

The members of Focus LLC and B.I.P. Real Estate LLC shall surrender their membership certificates for cancellation at the time of the merger.

FOURTH:

A. The manner and basis for converting the interests, shares, obligations or other securities of each merged party into the interests, shares obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

The membership interests of the members of Focus LLC and B.I.P. Real Estate LLC shall not be converted into any interest in B.I.P., Inc. at the time of the merger. Focus LLC and B.I.P. Real Estate LLC shall surrender their membership interests for cancellation.

B. The manner and basis for converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Focus LLC and B.I.P. Real Estate LLC shall have no right to acquire any interests, shares, obligations or other securities of the survivor, B.I.P., Inc.

FIFTH: Other provisions, if any, relating to the merger are as follows:

Focus LLC and B.I.P. Real Estate LLC acquired title to real property situated in Miami-Dade County, Florida, to be used by B.I.P., Inc. to conduct its operations. Since B.I.P., Inc. no longer needs to utilize such property and Focus LLC and B.I.P. Real Estate LLC no longer own any such real property, the parties consider it in the best interest of all parties to merge Focus LLC and B.I.P. Real Estate LLC into B.I.P., Inc.

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TALLAHASSEE, FLORIDA