

L09000022872

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

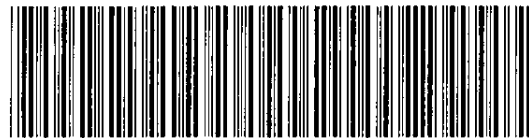
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DEC 21 2009

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DIVISION OF CORPORATIONS
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VALIDATION ONLY

12/10/09

RICHARD A. JOSEPHER
GUTTERCHAVES JOSEPHER

Requester's Name
201 CORPORATE BLVD, SUITE 107

Address
BOCA RATON, FL 33431

City State ZIP Phone
(561) 998-7847

EFFECTIVE DATE 1/1/2010

CORPORATION(S) NAME

KBMR, LLC

RAM ASSOCIATES, LLP

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 11, 2009

EMPIRE

TALLAHASSEE, FL

SUBJECT: KBMR, LLC
Ref. Number: L09000022872

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC 17 PM 2:27

EFFECTIVE DATE 1/1/2010

We have received your document for KBMR, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$80.00 payment.

The Certificate of Merger is signed by only one of the merging entities -- KBMR, LLC. It must also be signed by a general partner of RAM ASSOCIATES, LLP.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 609A00037858

Charter Number Only

FILED STATE
SECRETARY OF CORPORATIONS
09 DEC 17 PM 2:27

VALIDATION ONLY

EFFECTIVE DATE 1/1/2010

12/10/09

RICHARD H JOSEPH
WILLERMOVES TO SEPHER

Requestor's Name

Address

City

State

ZIP

Phone

POCA RON FL 33431

(361) 998-7847

CORPORATION(S) NAME

KBMR LLC

RAM ASSOCIATES LLP

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KBMR, LLC
Name of Surviving Party

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC 17 PM 2:27

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Richard A. Josepher, Esq.

Contact Person

Gutter Chaves Josepher Rubin Forman Fleisher

Firm/Company

2101 Corporate Blvd., Suite 107

Address

Boca Raton, FL 33431

City, State and Zip Code

rjosepher@floridatax.com

E-mail address: (to be used for future annual report notification)

EFFECTIVE DATE 1/1/2010

For further information concerning this matter, please call:

Lauren Reilly

Name of Contact Person

at (561)

998-7847

Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE 1/1/2010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KBMR, LLC	Florida	LLC
RAM Associates, LLP	Florida	LLP
<u>GP0600001156</u>		

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>
KBMR, LLC	Florida	LLC

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:

January 1, 2010 _____.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A _____

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

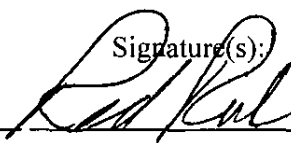
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

KBMR, LLC



Ronald E. Rubin, Manager

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

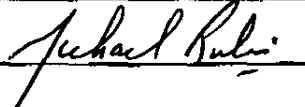
Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>KBMR, LLC</u>		<u>Ronald E. Rubin, Manager</u>
<u>RAM Associates, LLP</u>		<u>Michael Rubin, Partner</u>

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RAM Associates, LLP	Florida	LLP
KBMR, LLC	Florida	LLC

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>
KBMR, LLC	Florida	LLC

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

All assets of RAM Associates, LLP will be vested in KBMR, LLC ("KBMR")
pursuant to Fla.Stat. Section 608.4383 upon the effective date of the merger. For
federal income tax purposes, the assets of RAM Associates, LLP ("RAM") will be
treated as having been transferred from RAM to KBMR and non-managerial
interests in KBMR will be issued to RAM partners in the manner described in
Section Fourth herein, in exchange for the RAM partners' interests in RAM.

(Attach additional sheet if necessary)

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:

(See attached sheet)

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

**ATTACHMENT TO
CERTIFICATE OF MERGER FOR
FLORIDA LIMITED LIABILITY COMPANY**

FOURTH:

Partnership interests of partners of RAM Associates, LLP ("RAM") will be converted into non-managing member limited liability company membership interests of KBMR, LLC ("KBMR"). For purposes of determining capital accounts of the members of KBMR at the effective date of the merger, each of the two RAM partners will be deemed to have received a 50% interest in the capital of RAM as a liquidating distribution from RAM, and each of them will then be deemed to have contributed his 50% interest in said capital to KBMR. Upon the effective date of the merger, the capital accounts of all KBMR members will be revalued and the interests of all KBMR members in net income, net losses and cash flow of KBMR will be equal to each member's proportionate interest in the capital of KBMR, as determined based upon capital account balances of each member relative to the total capital account balances of all members. The members of KBMR intend to execute an operating agreement which will govern the operations of KBMR and rights and obligations of its members.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

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

All other provisions and agreements of the partners of RAM Associates, LLP
and of the members of KBMR, LLC are as set forth in the operating agreement
of KBMR, LLC as in effect as of the effective date of this merger.

(Attach additional sheet if necessary)