

03/02/2004 TUE 13:46 FAX 239 334 4100 Henderson Franklin et al

001/004

Division of Corporations

Page 1 of 1

**A00000001940**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((CH04000045628 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0380

From: Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.  
Account Number : 075410002172  
Phone : (239)334-4121  
Fax Number : (239)334-4100

04 MAR -2 PM12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**MERGER OR SHARE EXCHANGE**

**DEAN & DEAN FARMS LIMITED**

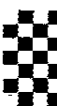
Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

\$130.00

Electronic Filing Menu

Corporate Filing

Public Access Help



FAX AUDIT NO.: H04000045628 3

**ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with sections 608.4382 and 620.203 Florida Statutes

**FIRST:** The exact name, street address of its principal office, jurisdiction and entity type of the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PRODUCTIVE PROPERTIES LLC 48 North Washington Boulevard, #1 Sarasota, FL 34236 Florida Document Number: LC4000004563	Florida	limited liability company
FEI Number: 58-2683346		

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DEAN & DEAN FARMS LIMITED 14401 Harbor Drive Bokeelia, FL 33922 Florida Document Number: A00000001940	Florida	limited partnership
FEI Number: 01-0604055		

**THIRD:** The attached Plan of Merger meets the requirements of sections 608.438 and 620.201, Florida Statutes, and was approved by each domestic limited liability company and limited partnership that is a party to the merger in accordance with Chapters 608 and 620, Florida Statutes.

**FOURTH:** The merger is permitted under the laws of the state of Florida and is not prohibited by the agreement of any limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**FIFTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of the state of Florida.

**PRODUCTIVE PROPERTIES LLC**

By: Dean & Dean Farms Limited, Sole Member  
By: Dean & Dean Farms, LLC, General Partner  
By: Trademark Pains Inc., Manager

By:   
Mark F. Dean, President

**DEAN & DEAN FARMS LIMITED**

By: Dean & Dean Farms, LLC, General Partner  
By: Trademark Pains Inc., Manager

By:   
Mark F. Dean, President

APPROVED  
AND  
FILED

04 MAR - 2 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H04000045628 3

FAX AUDIT NO.: H04000045628 3

### PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 608.4381 and 620.202, is being submitted in accordance with sections 608.438 and 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
PRODUCTIVE PROPERTIES LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
DEAN & DEAN FARMS LIMITED	Florida

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

1. **Merger.** In accordance with the provisions of the Florida Limited Liability Company Act and the Florida Revised Uniform Limited Partnership Act (1986), Productive Properties LLC (the "Company"), shall merge with and into Dean & Dean Farms Limited (the "Partnership") (the "Merger"), the separate existence of the Company shall cease, and the Partnership shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. **Effective Date.** The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Limited Liability Company Act and the Florida Revised Uniform Limited Partnership Act (1986).

4. **Surviving Partners.** The Partners of the Surviving Entity as of the Effective Date shall remain the Partners of the Surviving Entity following the Effective Date retaining their respective positions and terms of office.

**FOURTH:** The manner and basis of converting the interests, membership units, obligations or other securities of the merging party into the interests, membership units, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as follows:

A. There are 1,000 membership units authorized by the Company of which all 1,000 authorized membership units are owned by the Partnership. Therefore, by virtue of the Company being wholly-owned by the Partnership, each Partner's ownership interest in the Company is the same as each Partner's ownership interest in

FAX AUDIT NO.: H04000045628 3

APPROVED  
AND  
FILED  
04-2  
SECRETARY OF  
STATE  
TAMM  
03/02/2004

FAX AUDIT NO.: H04000045628 3

the Partnership prior to the Merger. Following the Merger, each member of the Company shall have their membership units in the Company canceled of record as of the Effective Date. The partnership interest of each Partner of the Partnership at and as of the Effective Date, shall remain the same following the Effective Date.

B. There are no authorized or outstanding rights to acquire interests, membership units, obligations or other securities of any merged party. Therefore, there is not manner or basis of converting rights to acquire interests, membership units, obligations or other securities of each merged party into rights to acquire interests, membership units, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

**FIFTH:** The name and address of the general partner of the Surviving Entity is:

<u>Name and Address of General Partner</u>	<u>Florida Document Number</u>
Dean & Dean Farms, LLC 14401 Harbor Drive Bokeelia, FL 33922	L00000015518

The undersigned have caused this Plan of Merger to be made and entered into as of this 27<sup>th</sup> day of FEBRUARY, 2004.

**THE MERGING PARTY:**

PRODUCTIVE PROPERTIES LLC

By: Dean &amp; Dean Farms Limited, Sole Member

By: Dean &amp; Dean Farms, LLC, General Partner

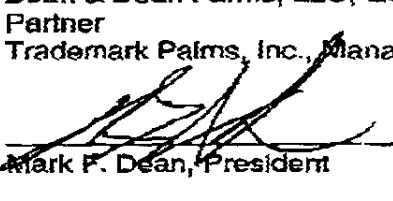
By: Trademark Palms Inc., Manager

By:   
Mark F. Dean, President**THE SURVIVING ENTITY:**

DEAN &amp; DEAN FARMS LIMITED

By: Dean &amp; Dean Farms, LLC, General Partner

By: Trademark Palms, Inc., Manager

By:   
Mark F. Dean, PresidentSECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 MAR -2 PM 12:19

APPROVED  
AND  
FILED

FAX AUDIT NO.: H04000045628 3