

FEB 4 2008 11:28AM

NO. 596

P. 1 of 1

A08000000111

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.

((H08000029258 3)))



H080000292583ABC1

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

RECEIVED

2008 FEB -4 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations

Fax Number : (850) 617-6380

Account Name : CORPORATION SERVICE COMPANY

Account Number : 1200000000195

Phone : (850) 521-1000

Fax Number : (850) 558-1575

08 FEB -4 AM 8:20

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MSCD HOLDINGS, LLLP

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$143.75

\$157.50

JXG

Electronic Filing Menu

Corporate Filing Menu

Help

J. BRYAN

<https://efile.sunbiz.org/scripts/efilcovr.exe>

FFB - 5-2008
2/4/2008

EXAMINER

CERTIFICATE OF MERGER

of

THE MSC INVESTMENT LIMITED PARTNERSHIP
(a Georgia limited partnership)

with and into

MSCD HOLDINGS, LLLP #A08000000111
(a Florida limited liability limited partnership)FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB -4 AM 8:21

It is hereby certified that:

1. The constituent limited partnerships participating in the merger herein certified are:

a. **THE MSC INVESTMENT LIMITED PARTNERSHIP**, which is a Georgia limited partnership formed under the laws of the State of Georgia.

b. **MSCD HOLDINGS, LLLP**, which is a Florida limited liability limited partnership formed under the laws of the State of Florida.

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent limited partnerships in accordance with the partnership agreement and the provisions of Ga. Code Ann. Section 14-9-206(a), by **THE MSC INVESTMENT LIMITED PARTNERSHIP**, and **MSCD HOLDINGS, LLLP**, in the same manner as is provided in Sections 620.2106 - 620.2109 or the Florida Revised Uniform Limited Partnership Act of 2005.

3. The name of the surviving limited partnership in the merger herein certified is **MSCD HOLDINGS, LLLP**, which will continue its existence as said surviving limited liability limited partnership under its present name upon the effective date of said merger pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 2005.

4. The Certificate of Limited Liability Limited Partnership of **MSCD HOLDINGS, LLLP**, as now in force and effect, shall continue to be the Certificate of Limited Liability Limited Partnership of said surviving limited liability limited partnership until amended and changed pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 2005.

5. The executed Plan and Agreement of Merger between the aforesaid constituent limited partnerships is on file at the principal place of business of the sole general partner of the aforesaid surviving limited liability limited partnership, the address of which is:

MSCD HOLDINGS, LLLP
714 East Tanglewood Trail

Orange, CA 92869

6. The effective date and time of the merger shall be the date and time of filing of the Certificate of Merger.

7. **THE MSC INVESTMENT LIMITED PARTNERSHIP**, the terminating limited partnership in the merger, shall be terminated on the effective date of the merger, and the Certificate of Merger will have the effect of a Certificate of Cancellation for the terminating limited partnership in accordance with Ga. Code Ann. Sections 14-9-206(e) and (d).

Dated: January 28 2008.

MSCD HOLDINGS, LLLP, a Florida limited liability limited partnership ("Survivor")

By: **MSC INVESTMENT, LLC**, General Partner

By: Mary Susan Coulter Donovan
MARY SUSAN COULTER DONOVAN,
Member, Manager

THE MSC INVESTMENT LIMITED PARTNERSHIP, a Georgia limited partnership ("Terminating")

By: **MSC INVESTMENT, INC.**, General Partner

By: Mary Susan Coulter Donovan
MARY SUSAN COULTER DONOVAN,
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB -4 AM 8:21

STATE OF CALIFORNIA)
) SS:
COUNTY OF Orange)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by MARY SUSAN COULTER DONOVAN, as President of MSC INVESTMENT, INC., and as Manager of MSC INVESTMENT, LLC, who is personally known to me or who has produced California Drivers License as identification and who ~~DID/DID NOT~~ take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of January, 2008.



Candis Kusinsky
Notary Public, State of California & Large

Candis Kusinsky
Typed, printed or stamped name of Notary Public
My Commission Expires: Feb 19, 2010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB -4 AM 8:21

THE MSC INVESTMENT LIMITED PARTNERSHIP**WRITTEN CONSENT OF GENERAL PARTNER
IN LIEU OF A SPECIAL MEETING**

_____, 2008

The undersigned, being the sole general partner of **THE MSC INVESTMENT LIMITED PARTNERSHIP**, a Georgia limited partnership (the "Limited Partnership"), does hereby consent in writing to the taking of the following actions:

APPROVAL OF MERGER

RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger (in the form attached hereto as Exhibit A) to be entered into between the Limited Partnership and MSCD HOLDINGS, LLLP, a Florida limited liability limited partnership, ("MSC-FL"), providing for the merger of the Limited Partnership with and into MSC-FL, with MSC-FL as the survivor of said merger, be and they are hereby approved; and

FURTHER RESOLVED, that the President of the sole general partner of the Limited Partnership is authorized and directed, for and on behalf of the Limited Partnership, to execute and deliver said agreement and Plan of Merger; and

FURTHER RESOLVED, that the President of the sole general partner of the Limited Partnership is authorized and directed, for and on behalf of the Limited Partnership, to take all such actions, to execute and deliver all such instruments, and to cause to be filed all such documents, including without limitation the Certificate of Merger, with the Secretary of State of the States of Georgia and Florida, and to do all such other things necessary or appropriate in connection with the merger of the Limited Partnership with and into MSC-FL.

IN WITNESS WHEREOF, this Written Consent has been duly executed on behalf of the sole general partner of the Limited Partnership as of the 28th day of January 2008.

MSC INVESTMENT, INC.

By: Mary Susan Coulter Donovan
MARY SUSAN COULTER DONOVAN,
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB -4 AM 8:21

MSCD HOLDINGS, LLLP

**WRITTEN CONSENT OF GENERAL PARTNER
IN LIEU OF A SPECIAL MEETING**

_____, 2008

The undersigned, being the sole general partner of MSCD HOLDINGS, LLLP, a Florida limited liability limited partnership (the "Limited Partnership"), does hereby consent in writing to the taking of the following actions:

APPROVAL OF MERGER

RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger (in the form attached hereto as Exhibit A) to be entered into between the Limited Partnership and **THE MSC INVESTMENT LIMITED PARTNERSHIP**, a Georgia limited partnership, ("MSC-GA"), providing for the merger of MSC-GA with and into the Limited Partnership with the Limited Partnership as the survivor of said merger, be and they are hereby approved; and

FURTHER RESOLVED, that the Manager of the sole general partner of the Limited Partnership is authorized and directed, for and on behalf of the Limited Partnership, to execute and deliver said agreement and Plan of Merger; and

FURTHER RESOLVED, that the Manager of the sole general partner of the Limited Partnership is authorized and directed, for and on behalf of the Limited Partnership, to take all such actions, to execute and deliver all such instruments, and to cause to be filed all such documents, including without limitation the Certificate of Merger with the Secretary of State of the States of Georgia and Florida, and to do all such other things necessary or appropriate in connection with the merger of MSC-GA with and into the Limited Partnership.

IN WITNESS WHEREOF, this Written Consent has been duly executed on behalf of the sole general partner of the Limited Partnership as of the 2nd day of January, 2008.

MSC INVESTMENT, L.L.C. General Partner

By 
MARY SUSAN COULTER DONOVAN,
Member, Manager

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB - 4 AM 8:21

PLAN AND AGREEMENT OF MERGER

of

THE MSC INVESTMENT LIMITED PARTNERSHIP
(a Georgia limited partnership)

With and into

MSCD HOLDINGS, LLLP

(a Florida limited liability limited partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB -4 AM 8:21

This **PLAN AND AGREEMENT OF MERGER** is hereby adopted by **THE MSC INVESTMENT LIMITED PARTNERSHIP**, a limited partnership organized under the laws of the State of Georgia, by resolution of its sole general partner, **MSC INVESTMENT, INC.**, a Nevada corporation, by unanimous written consent of its Board of Directors on _____, 2008, and adopted by **MSCD HOLDINGS, LLLP**, a limited liability limited partnership organized under the laws of the State of Florida, by resolution of its sole general partner, **MSC INVESTMENT, LLC**, a Florida limited liability company, by unanimous written consent of its Members on _____, 2008. The names of the limited partnerships planning to merge are **THE MSC INVESTMENT LIMITED PARTNERSHIP**, a limited partnership organized under the laws of the State of Georgia ("MSC-GA"), and **MSCD HOLDINGS, LLLP**, a limited liability limited partnership organized under the laws of the State of Florida ("MSC-FL"). The name of the surviving limited liability limited partnership into which MSC-GA plans to merge is **MSC HOLDINGS, LLLP**.

1. **MSC-GA** and **MSC-FL** shall, pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 2005 and in the same manner as is provided in the Georgia Uniform Limited Partnership Act, be merged with and into a single limited liability limited partnership, **MSC-FL**, which shall be the surviving limited liability limited partnership upon the effective date of the merger, which is sometimes hereinafter referred to as the "surviving limited liability limited partnership", and which shall continue to exist as said surviving limited liability limited partnership under its present name pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 2005. The separate existence of **MSC-GA**, which is sometimes hereinafter referred to as the "terminating limited partnership", shall cease upon the effective date of the merger in the same manner as is provided in the Georgia Uniform Limited Partnership Act.

2. The Certificate of Limited Liability Limited Partnership of the surviving limited liability limited partnership upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Limited Liability Limited Partnership of the surviving limited liability limited partnership, and said Certificate of Limited Liability Limited Partnership shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Revised Uniform Limited Partnership Act of 2005.

3. The present Agreement of Limited Liability Limited Partnership of the surviving limited liability limited partnership will be the Agreement of Limited Liability Limited Partnership of the surviving limited liability limited partnership and will continue in full force

and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Revised Uniform Limited Partnership Act of 2005.

4. The general and the limited partners of the surviving limited liability limited partnership upon the effective date of the merger in the jurisdiction of its organization shall continue to be the general and limited partners of the surviving limited liability limited partnership, in accordance with the Agreement of Limited Liability Limited Partnership of the surviving limited liability limited partnership.

5. The participating percentages of the interests of the general and of the limited partners of the terminating limited partnership shall, upon the effective date of the merger and without any action by the partners, be identical in the surviving limited liability limited partnership. The general and the limited partners of the surviving limited liability limited partnership shall be identical to those general and limited partners of the terminating limited partnership. Therefore, the participating percentages of the interests of the general and of the limited partners of the surviving limited liability limited partnership shall not be changed in any manner, shall be identical with those of the terminating limited partnership as of the effective date of the merger.

6. The surviving limited liability limited partnership shall possess all the rights, privileges, immunities, franchises, and powers of the terminating limited partnership, and all property, real, personal and mixed, and all debts due to the terminating limited partnership, as well as all other choses in action, and every interest of or belonging to or due to the terminating limited partnership shall be deemed to be transferred to and vested in the surviving limited liability limited partnership without further act or deed; and the title to any interest therein vested in the terminating limited partnership shall not revert or be in any way impaired by such merger.

7. The surviving limited liability limited partnership shall thereupon and thereafter be responsible and liable for all the liabilities and obligations of the terminating limited partnership; and any claim existing or action or proceeding pending by or against the terminating limited partnership may be prosecuted as if such merger had not taken place, or such surviving limited liability limited partnership may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the terminating limited partnership shall be impaired by such merger.

8. The Plan and Agreement of Merger of the terminating limited partnership with and into the surviving limited liability limited partnership has been fully authorized in accordance with the provisions of the Georgia Uniform Limited Partnership Act and the Florida Revised Uniform Limited Partnership Act of 2005, and in accordance with the respective Limited Partnership Agreements of the terminating limited partnership and of the surviving limited liability limited partnership. The terminating limited partnership and the surviving limited liability limited partnership hereby stipulate that they will cause to be executed and filed and/or recorded a Certificate of Merger and any document or documents prescribed by the laws of the State of Georgia and of the State of Florida, and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The general and the limited partners of the terminating limited partnership and of the surviving limited liability limited partnership, respectively, are hereby authorized,


FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
08 FEB -4 AM 8:21

empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger provided for herein.

Surviving Limited Liability Limited Partnership

MSCD HOLDINGS, LLLP, a Florida limited liability limited partnership

By: MSC INVESTMENT, LLC,
General Partner

By: 
MARY SUSAN COULTER DONOVAN,
Member, Manager

Terminating Limited Partnership

THE MSC INVESTMENT LIMITED
PARTNERSHIP, a Georgia limited partnership

By: MSC INVESTMENT, INC.,
General Partner

By: 
MARY SUSAN COULTER
DONOVAN, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB -4 AM 8:21