

# A22262

FROM
3723 PHILLIPS HWY
51 22207
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 700003312987--8  
-07/05/00--01067--008
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \*\*\*\*\*52.50 \*\*\*\*\*52.50  
700003312987--8  
-07/05/00--01067--008
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \*\*\*\*\*52.50 \*\*\*\*\*52.50
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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00 JUL 25 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FF \$105.00

7/25

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 6, 2000

PHILLIPS & CO  
ATTN: CAROL BRAVO  
3728 PHILLIPS HWY., SUITE 39  
JACKSONVILLE, FL 32207

SUBJECT: CENTRAL PARK PARTNERS, LTD.  
Ref. Number: A22262

We have received your document for CENTRAL PARK PARTNERS, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must contain the terms and conditions of the merger.

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) 487-6917.

Gretchen Harvey  
Document Specialist Supervisor

Letter Number: 800A00037603

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00 JUL 25 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PHILLIPS PARTNERS, LTD., A FLORIDA LIMITED PARTNERSHIP

,

into

**CENTRAL PARK PARTNERS, LTD.**, a Florida entity A22262

File date: July 25, 2000

Corporate Specialist: Gretchen Harvey

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

Name and Street Address

Jurisdiction

Entity Type

1. CENTRAL PARK PARTNERS LTD.  
3728 PHILIPS HWY. #39  
JACKSONVILLE, FL 32207

FLORIDA

PARTNERSHIP

Florida Document/Registration Number: A22262

FEI Number: 59-2663010

2. PHILLIPS PARTNERS LTD.  
3728 PHILIPS HWY. #39  
JACKSONVILLE, FL 32207

FLORIDA

PARTNERSHIP

Florida Document/Registration Number: A23389

FEI Number: 59-2729376

3. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

4. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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

Name and Street Address

Jurisdiction

Entity Type

CENTRAL PARK PARTNERS, LTD.  
3728 PHILIPS HWY. #39  
JACKSONVILLE, FL 32207

FLORIDA

PARTNERSHIP

Florida Document/Registration Number: A22262

FEI Number: 59-2663010

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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09 JUL 15 AM 9:35  
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TALLAHASSEE, FLORIDA

**NINTH:** The merger shall become effective as of:

**The date the Articles of Merger are filed with Florida Department of State**

**OR**

7/25/97

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

**(Note: Please see instructions for required signatures.)**

Name of Entity

**Signature(s)**

Typed or Printed Name of Individual

CENTRAL PARK  
PARTNERS, LTD.

Signature(s) \_\_\_\_\_  
*Neil Daulton*

Philip B. Phillips, Jr.

PHILLIPS PARTNERS  
LTD

André Heller

Philip B. Phillips, Jr.

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00 JUL 25 AM 9:35  
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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

CENTRAL PARK PARTNERS, LTD.

FLORIDA

PHILIPS PARTNERS, LTD.

FLORIDA

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

Name

Jurisdiction

CENTRAL PARK PARTNERS, LTD.

FLORIDA

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

THE SAME INTEREST IN THE PRE-MERGER  
VALUES CARRIED OVER TO THE SURVIVING  
ENTITY DUE TO THE SAME DIRECT OR  
INDIRECT OWNERSHIP.

(Attach additional sheet(s) if necessary)

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00 JUL 25 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

THE OWNERSHIP, DIRECT AND INDIRECT, OF THE TWO ENTITIES WAS IDENTICAL. THE ASSETS WERE TRANSFERRED AT BOOK VALUE RESULTING IN THE IDENTICAL DIRECT OR INDIRECT OWNERSHIP AS WAS HELD IN PRE-MERGER ASSETS.

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

THE SAME INTEREST IN THE PRE-MERGER VALUES CARRIED OVER TO THE SURVIVING ENTITY DUE TO THE SAME DIRECT OR INDIRECT OWNERSHIP.

(Attach additional sheet(s) if necessary)

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

CP SERVICE CORP.  
3728 PHILIPS HWY., #39  
JACKSONVILLE, FL 32207

#59-3206673

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00 JUL 25 AM 9:35  
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