

L000000000028



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 531227 5058487

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 50.00

ORDER DATE : December 28, 1999

000003085320--4

ORDER TIME : 1:48 PM

ORDER NO. : 531227-020

CUSTOMER NO: 5058487

CUSTOMER: Ms. Nancy G. Miller  
Miller & Martin, LLP  
7th Floor  
1275 Peachtree Street North Ea  
Atlanta, GA 30309-3576

ARTICLES OF MERGER

EFFECTIVE DATE  
12-31-99

SYMBIOSIS INVESTMENTS, LLC

INTO

SYMBIOSIS INVESTMENTS OF ST.  
AUGUSTINE, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

JB  
1508

APPROVED  
AND  
FILED  
99 DEC 30 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 DEC 30 PM 3:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## 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. Symbiosis Investments, LLC  
151 Hale St., Atlanta, GA

Georgia

limited liability co.

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

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

2. \_\_\_\_\_

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

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

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

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

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

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

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

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

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

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

<u>Name and Street Address</u>	<u>L00000000028</u> ✓	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Symbiosis Investments of St. Augustine, LLC</u>		<u>Florida</u>	<u>limited liability co.</u>
<u>35014th St.</u>			
<u>St. Augustine, FL 32084</u>			

Florida Document/Registration Number: L00000000028

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

**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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TALLAHASSEE, FLORIDA  
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**NINTH:** The merger shall become effective as of:

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

OR

**December 31, 1999**

(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

**Symbiosis Investments, LLC**

**Craig Van Horn, Managing Member**

## Symbiosis Investments of

**St. Augustine, LLC**

Craig Van Horn, Managing Member

APPROVED  
AND  
FILED  
99 DEC 30 AM 10:27  
SECRETARY OF STATE  
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

Symbiosis Investments, LLC

Georgia

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

Name

Jurisdiction

Symbiosis Investments of St. Augustine, LLC

Florida

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

The members, managing members and officers of the merging party shall become the members, managing members and officers of the surviving party, upon the effectiveness of the merger.

(Attach additional sheet(s) if necessary)

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AND  
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**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:

Each unit of limited liability company interest of the merging (parent) company shall be exchanged for an equal number of units of the surviving (subsidiary) company upon the effectiveness of the merger. The outstanding units of the surviving company shall be cancelled.

- 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:

Any rights to acquire interests of the merging company shall be exchanged for an equal right to acquire interests of the surviving company upon the effectiveness of the merger.

*(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

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TALLAHASSEE, FLORIDA

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AND  
FILED

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Craig Van Horn  
3 South Street  
St. Augustine, FL 32084

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

**EIGHTH:** Other provisions, if any, relating to the merger:

The name of the surviving party shall be changed  
to Symbiosis Investments, LLC

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AND  
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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SYMBIOSIS INVESTMENTS, LLC A NON-QUALIFIED GEORGIA ENTITY

into

**SYMBIOSIS INVESTMENTS OF ST. AUGUSTINE, LLC** which changed its  
name to **SYMBIOSIS INVESTMENTS, LLC**, a Florida entity L000000000028

File date: December 30, 1999 , effective December 31, 1999

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Account charged: 50.00

APPROVED  
AND  
FILED  
99 DEC 30 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA