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CUSTOMER NO: 81093A

CUSTOMER:

John F. Stewart, Esq Sheppard Brett Stewart & 2121 West First Street P. O. Drawer 400

Ft. Myers, FL 33901

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-03/01/00--01065--007 \*\*\*\*160.00 \*\*\*\*\*35.00

-03/07/00--01038--802 1 \*\*\*\*\*25.00 \*\*\*\*\*25.00

#### ARTICLES OF MERGER

JACARANDA OF SOUTHWEST FLORIDA, INC.

INTO

JACARANDA OF SOUTHWEST FLORIDA, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

### ARTICLES OF MERGER Merger Sheet

**MERGING:** 

JACARANDA OF SOUTHWEST FLORIDA, INC., a Florida corporation #G63967

into

JACARANDA OF SOUTHWEST FLORIDA, L.L.C., entity L0000002352

File date: March 1, 2000

Corporate Specialist: Lee Rivers



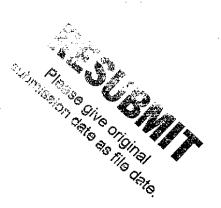
#### FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 1, 2000

JANINE LAZZARINI CSC

SUBJECT: JACARANDA OF SOUTHWEST FLORIDA, L.L.C.

Ref. Number: L00000002352



We have received your document for JACARANDA OF SOUTHWEST FLORIDA, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline Document Specialist

Letter Number: 700A00011320

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# ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST:

The exact name, street address of its principal office, jurisdiction

and entity type for each merging party are as follows:

Name/Street Address

Jurisdiction Entity Type

Jacaranda of Southwest Florida, Inc.

Florida

Corporation

1473 Periwinkle Way Sanibel, FL 33957

Florida Document/Registration No.: G63967

FEI: 31-1072486

Name/Street Address

Jurisdiction Entity Type

Jacaranda of Southwest Florida, L.L.C.

Florida

Limited Liability Comp

1473 Periwinkle Way Sanibel, FL 33957

Florida Document/Registration No.: FEI: 65-0961689

L00000002352

SECOND:

The exact name, street address of its principal office, jurisdiction

and entity type of the surviving party are as follows:

Name/Street Address

Jurisdiction

Entity Type

Jacaranda of Southwest Florida, L.L.C.

Florida

Limited Liability Company

1473 Periwinkle Way Sanibel, FL 33957

Florida Document/Registration No.: FEI: 65-0961689

L00000002352

THIRD:

The attached Plan of Merger meets the requirements of Section 608,438, Florida Statutes, and was approved by each domestic

corporation and limited liability company that is a party to the

merger in accordance with Chapter 608, Florida Statutes.

FOURTH:

The merger is permitted under the respective laws of all applicable

jurisdictions and is not prohibited by the Articles of Organization

of the limited liability company that is a party to the merger.

FIFTH:

The merger shall be effective at 12:00 A.M. on March 1, 2000.

SIXTH:

The Articles of Merger comply and are executed in accordance

with the laws of the State of Florida.

**SEVENTH:** Signatures for each party are as follows:

Jacaranda of Southwest Florida, Inc.

Pritchard, President

Jacaranda of Southwest Florida, L.L.C.

By:

Paul F. Gaeta, Managing Member

TALLAHASSEE FLORING

## PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

FIRST: T

The exact name and jurisdiction of each <u>merging</u> party are as follows:

Name:

Jurisdiction:

Jacaranda of Southwest Florida, Inc.

Florida

Jacaranda of Southwest Florida, L.L.C.

Florida

SECOND:

The exact name and jurisdiction of the surviving part

follows:

Name:

Jurisdi<sup>©</sup>

Jacaranda of Southwest Florida, L.L.C.

Florida

THIRD:

The terms and conditions of the merger are as follows:

- (A) The shareholders of Jacaranda of Southwest Florida, Inc. shall transfer their corporate stock to Jacaranda of Southwest Florida, L.L.C. in exchange for their member interests in Jacaranda of Southwest Florida, L.L.C.
- (B) Jacaranda of Southwest Florida, Inc. shall then liquidate on the same day as the stock transfer with the L.L.C. acting as the sole shareholder in receipt of the liquidating distribution.

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 described in paragraph Third herein.
- (B) The Limited Liability Company is not managed by one or more managers and is a member managed company.

(C) 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 described in paragraph Third herein.

Approved and Agreed this 25<sup>th</sup> day of February, 2000.

By:

Jacaranda of Southwest Florida, Inc.

Jacaranda of Southwest Florida, L.L.C.

William L. Pritchard, President

Paul F. Gaeta, Managing Member

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