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ACCOUNT NO. : 072100000032
REFERENCE : 605747 81093A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : February 29, 2000
ORDER TIME : 11:12 AM

ORDER NO. : 605747-055 600003152886--6
CUSTOMER NO: 81093A -03/01/00--01065--007
*****160.00 *****35.00

CUSTOMER: John F. Stewart, Esq
Sheppard Brett Stewart &
2121 West First Street 600003152886--6
P. O. Drawer 400 -03/07/00--01038--002
Ft. Myers, FL 33901 *****25.00 *****25.00

ARTICLES OF MERGER

JACARANDA OF SOUTHWEST
FLORIDA, INC.

INTO

JACARANDA OF SOUTHWEST
FLORIDA, L.L.C.

RECEIVED
00 MAR -1 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini
EXAMINER'S INITIALS:

FILE 2nd

FILED
00 MAR -1 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/3/2

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

RESUBMIT
Please give original
submission date as file date.

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

FILED
00 MAR - 1 AM 10:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
00 MAR - 6 AM 9:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jacaranda of Southwest Florida, Inc. 1473 Periwinkle Way Sanibel, FL 33957 Florida Document/Registration No.: G63967	Florida	Corporation FEI: 31-1072486

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jacaranda of Southwest Florida, L.L.C. 1473 Periwinkle Way Sanibel, FL 33957 Florida Document/Registration No.: _____	Florida	Limited Liability Company 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:

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jacaranda of Southwest Florida, L.L.C. 1473 Periwinkle Way Sanibel, FL 33957 Florida Document/Registration No.: _____	Florida	Limited Liability Company FEI: 65-0961689

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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.

By: 
William L. Pritchard, President

Jacaranda of Southwest Florida, L.L.C.

By: 
Paul F. Gaeta, Managing Member

FILED
00 MAR -1 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

<u>Name:</u>	<u>Jurisdiction:</u>
Jacaranda of Southwest Florida, Inc.	Florida
Jacaranda of Southwest Florida, L.L.C.	Florida

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

<u>Name:</u>	<u>Jurisdiction:</u>
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 25th day of FEBRUARY, 2000.

Jacaranda of Southwest Florida, Inc.

Jacaranda of Southwest Florida, L.L.C.

By: William L. Pritchard
William L. Pritchard, President

By: Paul F. Gaeta
Paul F. Gaeta, Managing Member

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00 MAR -1 AM 10:18
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