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☐ PICK-UP

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(Business Entity Name)

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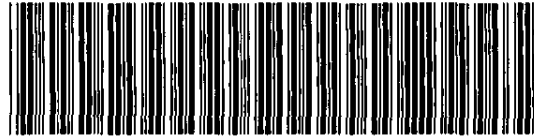
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Certificates of Status _____

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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TELEPHONE: 850.681.6810
FACSIMILE: 850.681.9792
www.broadandcassel.com

JONI S. JACOBSEN, PARALEGAL
EMAIL: jjacobsen@broadandcassel.com

PLEASE RECALL WHEN
681-6810
Joni Jacobsen
FILE

December 17, 2007

VIA HAND DELIVERY

Department of State
Koger Center - Clifton Building
Tallahassee, Florida

Re: Certificates of Merger

Dear Sir/Madam:

Enclosed please find an original and twenty (20) copies of three separate Certificates of Merger, along with our check in the amount of \$525.

Please provide certifications for each of the enclosed documents as soon as possible. I'd appreciate it if you would call me when they are available so that we can retrieve them.

Thanks for your assistance. If you have any questions or require anything further, please give me a call.

Sincerely,

BROAD AND CASSEL

Joni S. Jacobsen
Joni S. Jacobsen, Paralegal

jsj

Enclosures

**CERTIFICATE OF MERGER
OF**

**FLORIDA APPLE WEST, L.L.C.
a Florida limited liability company**

and

**FLORIDA APPLE 1, L.L.C.
a Florida limited liability company**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of the Florida Limited Liability Company Act governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Certificate of Merger:

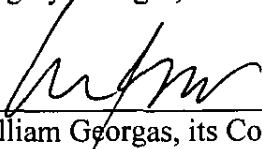
1. The names of the merging entities are **FLORIDA APPLE WEST, L.L.C.** (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of Florida, the existence of which will cease, and **FLORIDA APPLE 1, L.L.C.** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, and which shall be the surviving entity.
2. The Agreement and Plan of Merger for merging the Disappearing Entity with and into the Surviving Entity is attached hereto as Exhibit "A."
3. The merger shall be effective as of the date of filing of this Certificate of Merger with the Florida Department of State.
4. The Agreement and Plan of Merger was approved and adopted by the Disappearing Entity and the Surviving Entity in accordance with the applicable provisions of the Florida Limited Liability Company Act.
5. The Surviving Entity will continue to exist under the name "**Florida Apple 1, L.L.C.**" pursuant to the provisions of the laws of the State of Florida.

(Signatures appear on the following page)

DISAPPEARING ENTITY:

FLORIDA APPLE WEST, L.L.C., a Florida limited liability company

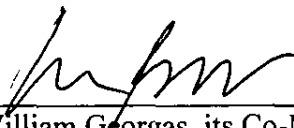
By: _____
Gregory Georgas, its Co-Manager

By:  _____
William Georgas, its Co-Manager

SURVIVING ENTITY:

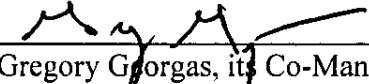
FLORIDA APPLE 1, L.L.C.,
a Florida limited liability company

By: _____
Gregory Georgas, its Co-Manager

By:  _____
William Georgas, its Co-Manager

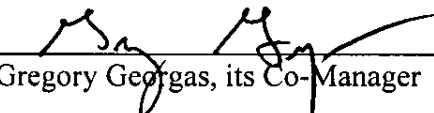
DISAPPEARING ENTITY:

FLORIDA APPLE WEST, L.L.C., a Florida limited liability company

By: 
Gregory Georgas, its Co-Manager

SURVIVING ENTITY:

FLORIDA APPLE 1, L.L.C.,
a Florida limited liability company

By: 
Gregory Georgas, its Co-Manager

(Signature page to Certificate of Merger)

EXHIBIT "A"
Agreement and Plan of Merger

FLORIDA APPLE WEST, L.L.C.
a Florida limited liability company
and
FLORIDA APPLE 1, L.L.C.
a Florida limited liability company

THIS AGREEMENT AND PLAN OF MERGER by and between **FLORIDA APPLE WEST, L.L.C.** (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of Florida, and **FLORIDA APPLE 1, L.L.C.** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, as approved by the Co-Managers of each of the Disappearing Entity and the Surviving Entity:

W I T N E S S E T H:

WHEREAS, the Disappearing Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Co-Managers of the Disappearing Entity and the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the members of both entities; and

WHEREAS, the Disappearing Entity and the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan of Merger, a Certificate of Merger complying with the applicable provisions of the Florida Limited Liability Company Act shall be duly executed by the Co-Managers of each of the Disappearing Entity and the Surviving Entity, and shall be filed with the Florida Department of State.

3. The Surviving Entity shall continue its existence under the name of "**FLORIDA APPLE 1, L.L.C.**" pursuant to the provisions of the Florida Limited Liability Company Act, and all of the property, rights, privileges, powers and franchises of each of the Surviving Entity and

the Disappearing Entity shall vest in the Surviving Entity, and all debts, liabilities and duties of each of the Surviving Entity and the Disappearing Entity shall become the debts, liabilities and duties of the Surviving Entity.

4. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. The members of the Surviving Entity hold the same ownership interest in the Disappearing Entity as they do in the Surviving Entity. Accordingly, as a result of the merger the issued and outstanding ownership interests in the Disappearing Entity shall not be exchanged in any manner or any consideration paid therefor, but from and after the effective date of the merger they shall be deemed to no longer be outstanding. The issued and outstanding ownership interests in the Surviving Entity shall not be exchanged in any manner or any consideration paid therefor, and from and after the effective date of the merger they shall remain issued and outstanding in the same percentages as they were prior to the merger.

6. Neither the Disappearing Entity nor the Surviving Entity has issued and outstanding any rights to acquire any interests therein; accordingly, no conversion or exchange shall occur with respect to any such rights as a result of the merger.

7. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

8. The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law.

9. The Co-Managers of the Surviving Entity upon the effective date of the merger shall continue to be the Co-Managers of the Surviving Entity.

10. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The Co-Managers of each of the Disappearing Entity and the Surviving Entity, respectively, are hereby authorized, 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 Agreement and Plan of Merger for the merger provided herein.

12. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

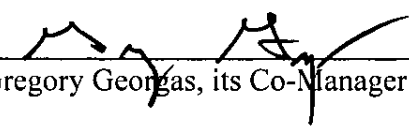
13. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

14. This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the ____ day of _____, 2007.

DISAPPEARING ENTITY:

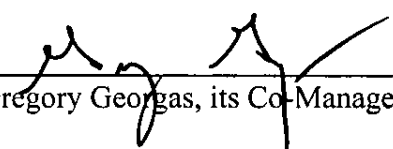
FLORIDA APPLE WEST, L.L.C., a Florida limited liability company

By: 
Gregory Georgas, its Co-Manager

By: _____
William Georgas, its Co-Manager

SURVIVING ENTITY:

FLORIDA APPLE 1, L.L.C.,
a Florida limited liability company

By: 
Gregory Georgas, its Co-Manager

By: _____
William Georgas, its Co-Manager

13. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

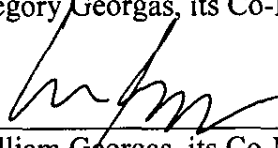
14. This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the ____ day of ____, 2007.

DISAPPEARING ENTITY:

FLORIDA APPLE WEST, L.L.C., a Florida limited liability company

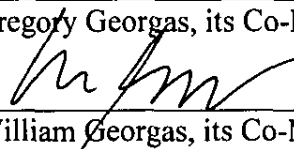
By: _____
Gregory Georgas, its Co-Manager

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SURVIVING ENTITY:

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