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Division of Corporations

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MERGER OR SHARE EXCHANGE

Marvelous Holdings LLC

Certificate of Status	0
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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 620.8916 of the Florida Statutes:

FIRST: The name, street address of its principal office, jurisdiction, and entity type of the merging party (the "Merged Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
W-P Enterprises Partnership. 606 South Dale Mabry Highway Tampa, Florida 33609 Florida Document/Registration Number: <u>GPD060002067</u> FEIN: 59-2842019	Florida	General Partnership

SECOND: The name, street address of its principal office, jurisdiction, and entity type of the surviving entity (the "Surviving Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Marvelous Holdings, LLC 606 South Dale Mabry Highway Tampa, Florida 33609 Florida Document/Registration Number: <u>L00000015077</u> FEIN: 59-3688170	Florida	Limited Liability Company

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was approved by all of the general partners of the Merged Entity on October 15, 2006.

FIFTH: The Plan of Merger was approved by all of the partners of the Surviving Entity on October 15, 2006.

SIXTH: These Articles of Merger shall be effective upon their filing with the Florida Department of State.

SEVENTH: This merger is permitted by all laws of the State of Florida and is not prohibited by the Articles of Organization of the Surviving Entity or the Registration Statement of the Merged Entity.

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These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida this 15 day of October, 2006.

MARVELOUS HOLDINGS, LLC,
a Florida limited liability company

By: 

Jay C. Marvel

and

By: 

Winnie M. Marvel

as tenants by the entirety,

as the Managing Member

"Surviving Entity"

W-P ENTERPRISES PARTNERSHIP,
a Florida general partnership

By: 

Winnie M. Marvel

MARVELOUS HOLDINGS, LLC,
a Florida limited liability company

By: 

Jay C. Marvel

and

By: 

Winnie M. Marvel

as tenants by the entirety,

as the General Partners

"Merged Entity"

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EXHIBIT A
PLAN OF MERGER

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") dated October 15, 2006, by and between MARVELOUS HOLDINGS, LLC, a Florida limited liability Entity ("Surviving Entity"); and W-P ENTERPRISES PARTNERSHIP, a Florida general partnership ("Merged Entity").

WITNESSETH:

WHEREAS, the member of the Surviving Entity and the partners of the Merged Entity have authorized the merger of Merged Entity into Surviving Entity pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law.

NOW, THEREFORE, the merger of Merged Entity into Surviving Entity shall be accomplished as follows:

ARTICLE I

Merger

Effective on the filing of the Articles of Merger with the Florida Department of State, Merged Entity shall be merged into Surviving Entity and Surviving Entity shall merge Merged Entity into itself (the "Effective Date").

ARTICLE II

Articles of Organization and Name

The Articles of Organization of the Surviving Entity shall remain in effect and unchanged as a result of the merger. The name of the Surviving Entity shall be "Marvelous Holdings, LLC"

ARTICLE III

Conversion of General Partnership Interests

(a) Each membership interest of Surviving Entity outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding as one (1) membership interest.

(b) Any and all general partnership interests of Merged Entity, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be cancelled and extinguished and shall cease to exist. As soon as practical after the Effective Date of the merger, any holder of a certificate or certificates representing a general partnership interest of Merged Entity shall tender their respective certificates to Surviving Entity for cancellation.

(c) Upon the Effective Date, the separate existence of Merged Entity shall cease, and Merged Entity shall be merged into Surviving Entity, in accordance with the provisions hereof and

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the laws of the State of Florida. After the merger, Surviving Entity shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Entity. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Entity shall be vested in Surviving Entity, and the title to any real estate, whether by deed or otherwise, vested in Merged Entity shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Entity shall be preserved unimpaired; and all debts, liabilities and duties of Merged Entity shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Entity.

(d) Following the merger, Surviving Entity shall cause a copy of the Articles of Merger, or such other documents as the officers of Surviving Entity shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Entity is situated.

(e) If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merged Entity, the proper officers or partners of Merged Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan.

ARTICLE IV Terms and Conditions

The terms and conditions of the merger and the mode of carrying it into effect are as follows:

(a) The existing Articles of Organization of Surviving Entity shall remain in effect and unchanged as a result of the merger.

(b) The officers of Surviving Entity on the Effective Date shall remain as the officers of Surviving Entity.

(c) Upon the Effective Date, the separate existence of Merged Entity shall cease, and Merged Entity shall be merged into Surviving Entity, in accordance with the provisions hereof and the laws of the State of Florida, including Section 620.8916, Florida Statutes.

(d) It is intended that the merger shall be treated as a tax-free reorganization within the definition and meaning of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

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ARTICLE V
Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated October 15, 2006, by the partners of the Merged Entity, and the undersigned officer of the Merged Entity has been authorized and directed to execute and submit same in accordance with Section 620.8916, Florida Statutes.

(b) This Plan has been duly adopted and approved by written consent dated October 15, 2006, by the members of the Surviving Entity, and the undersigned officer of the Surviving Entity has been authorized and directed to execute and submit same in accordance with Section 620.8916, Florida Statutes; shareholder approval by the Surviving Entity was not required.

[Signatures on next page.]

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The parties have caused this Plan to be executed by their duly authorized officer or manager as of the day and year first above-written.

MARVELOUS HOLDINGS, LLC,
a Florida limited liability company

By: 

Jay C. Marvel

and

By: 

Winnie M. Marvel

as tenants by the entirety,

as the Managing Member

"Surviving Entity"

W-P ENTERPRISES PARTNERSHIP,
a Florida general partnership

By: 

Winnie M. Marvel

MARVELOUS HOLDINGS, LLC,
a Florida limited liability company

By: 

Jay C. Marvel

and

By: 

Winnie M. Marvel

as tenants by the entirety,

as the General Partners

"Merged Entity"

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