

L:01000000029

December 12, 2000

Danny Lee, General Partner
Sonora Properties, Ltd
P.O. Box 2571
Lakeland, FL 33806

600003517486--5
-12/26/00--01081--011
202.50 *77.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: LLC Filing & Merger

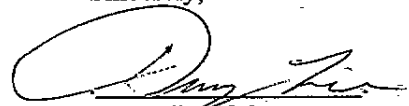
Dear Madam:

Please set up Sonora Properties, LLC as a Florida Liability Company effective January 1, 2001.

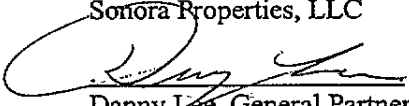
We would then like to merge Sonora Properties, Ltd., a Florida Limited Partnership, into the newly created Sonora Properties, LLC effective January 1, 2001.

Enclosed is our check for \$202.50 to pay for the new LLC and the merger.

Sincerely,



Danny Lee, Manager
Sonora Properties, LLC



Danny Lee, General Partner
Sonora Properties, Ltd.

125

52 ⁵⁰

25

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 DEC 26 AM 10:49

FILED

1/2

EFFECTIVE DATE
01/01/2001

6p

ARTICLES OF MERGER
Merger Sheet

MERGING:

SONORA PROPERTIES, LTD. a Florida entity #A93000000978

into

SONORA PROPERTIES, LLC, a Florida entity L01000000029

File date: December 26, 2000 , effective January 1, 2001

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Sonora Properties, Ltd.</u> <u>3105 Cleveland Heights Blvd</u> <u>Lakeland, FL 33803</u>	<u>Florida</u>	<u>Limited Partnership</u>
<u>Florida Document Number</u>	<u>A93000000978</u>	
<u>FEI Number</u>	<u>59-3203183</u>	
<u>Sonora Properties, LLC</u> <u>3105 Cleveland Heights Blvd</u> <u>Lakeland, FL 33803</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Florida Document Number</u>	<u>APPLIED FOR</u>	<u>L01000000029</u>
<u>FEI Number</u>	<u>59-3203183</u>	

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>Jurisdiction</u>	<u>Entity Type</u>
<u>Sonora Properties, LLC</u> <u>3105 Cleveland Heights Blvd</u> <u>Lakeland, FL 33803</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Florida Document Number</u>	<u>APPLIED FOR</u>	
<u>FEI Number</u>	<u>59-3203183</u>	

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00 DEC 26 AM 10:14 '99
TALLAHASSEE, FLORIDA
STATE


THIRD: The attached plan of Merger meets the requirements of sections(s) 608.438, and 620, Florida Statutes.

Forth: The merger shall become effective as of January 1, 2001.

Fifth: The articles of Merger comply and were executed in accordance with the laws of each parties applicable jurisdiction.

Sixth: Signatures for Each Party:

Name of Entity	Signature	Typed or Printed Name of Individual
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<u>Sonora Properties, Ltd.</u>		<u>Danny Lee, General Partner</u>
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<u>Sonora Properties, LLC</u>		<u>Danny Lee, Manager/Member</u>
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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(s) 608.4381, and 620.202, is being submitted in accordance with section(s) 608.438, and 620.201, Florida Statutes.

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

<u>NAME</u>	<u>JURISDICTION</u>
<u>SONORA PROPERTIES, LTD.</u>	<u>FLORIDA</u>
<u>SONORA PROPERTIES, LLC.</u>	<u>FLORIDA</u>

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TALLAHASSEE FLORIDA

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

<u>NAME</u>	<u>JURISDICTION</u>
<u>SONORA PROPERTIES, LLC</u>	<u>FLORIDA</u>

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

The partners of Sonora Properties, Ltd. have elected to change the conduct business from a Limited Partnership to a Limited Liability Company. Their intent is to transfer all assets, liabilities, and business interests currently owned by Sonora Properties, LTD. to the new Sonora Properties, LLC. Effective January 1, 2001. All profit sharing and capital interest in the new entity (Sonora Properties, LLC) will be identical to that of the predecessor Sonora Properties, LTD.

FORTH: The manner and basis of converting the interest, shares, obligation or other securities of each merged party into the interest, shares, obligation or other securities of the survivor, in whole or part, into cash or other property are as follows:

1. The sole General partner of Sonora Properties, LTD., Danny Lee, will exchange his 0.1% interest in the capital and earning of Sonora Properties, LTD for one membership unit of the newly created Sonora Properties, LLC.
2. The sole Limited partner of Sonora Properties, LTD, Retirement Account, Inc. FBO Thomas E. Evans, Jr. IRA will exchange their 99.9% interest in the capital and earning of Sonora Properties, LTD for 999 membership units of the newly created Sonora Properties, LLC.
3. Danny Lee will be the sole Manager of Sonora Properties, LLC.
4. The assets owned by Sonora Properties, LTD. are cash and securities in a brokerage account and tax certificates on Polk County, Florida Real Estate. All of these assets will be transferred to the survivor Limited Liability Company under operation of Law upon completion of this merger.
5. The Survivor Limited Liability Company will continue to used the Federal Tax Identification number of its predecessor.

Fifth: If a limited Liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the sole manager is as follows:

Danny Lee, Manager
3105 Cleveland Heights Blvd
P.O. Box 2571
Lakeland, FL 33806

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00 DEC 26 AM 10:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA