

AUG. 10. 2006 11:04AM

PORGES-HAMLIN

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**LO1000009471**

**Florida Department of State  
Division of Corporations  
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(((H06000200904 3)))



H060002009043ABCV

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Account Name : PORGES, HAMLIN, KNOWLES AND PROUTY, PA.  
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**MERGER OR SHARE EXCHANGE**

**Hagen Holding Company, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	<b>\$175.00</b>

52.50  
25.00

77.50

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FAX AUDIT #(H06000200904 3)

**Certificate of Merger  
For  
Florida Limited Partnership or Limited Liability Limited Partnership**

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes,

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>HAGEN HOLDINGS COMPANY, LTD.</u> (65-0542196)	<u>FLORIDA</u>	<u>LIMITED PARTNERSHIP</u>

<u>HAGEN HOLDINGS COMPANY, LLC</u> (57-2620452)	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>
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**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>HAGEN HOLDINGS COMPANY, LLC</u> LO1000009471	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>

**THIRD:** The date the merger is effective under the governing laws of the surviving party is: AUGUST 10, 2006.

**(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)**

**FOURTH:** The merger was approved by each party as required by its governing law.

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**FIFTH:** If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address: N/AMailing address: N/A

**SIXTH:** Other provisions, if any, relating to the merger:

SEE ATTACHED TERMS AND CONDITIONS OF MERGER

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**SEVENTH:** Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
HAGEN HOLDINGS COMPANY, LTD.	<i>Mark D. Hagen</i>	MARK D. HAGEN, AS MEMBER OF HAGEN HOLDING COMPANY, LLC, AS GENERAL PARTNER
HAGEN HOLDING COMPANY, LLC	<i>Mark D. Hagen</i>	MARK D. HAGEN, MEMBER

**Fees:** Filing Fees: \$52.50 Per Party  
 Certified Copy: \$52.50 (Optional)  
 Certificate of Status: \$8.75 (Optional)

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TERMS AND CONDITIONS OF MERGER

On the effective date of merger, the disappearing Limited Partnership's interest held by the partners shall without more be converted into and exchanged for membership interest in the Limited Liability Company. On the effective date of merger, the separate existence of the disappearing Limited Partnership shall cease and the surviving Limited Liability Company shall be fully vested in the disappearing Limited Partnership's rights, privileges, immunities and powers. If at any time after the effective date of merger, the surviving Limited Liability Company shall determine that any further conveyances, agreements, documents, instruments and assurances, or any further action is necessary or desirable to carry out the provisions of this merger, the appropriate officers of the surviving Limited Liability Company or the disappearing Limited Partnership, as the case may be, whether past or remaining in the office, shall execute and deliver, on the request of the surviving Limited Liability Company, all proper conveyances, agreements, documents, instruments and assurances and perform all necessary and proper acts, to vest, perfect, confirm, or record such title thereto in the surviving Limited Liability Company, or to otherwise carry out the provisions of this merger.

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