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DIVISION OF CORPORATIONS

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : HADDOCK PROFESSIONAL ASSOCIATION
Account Number : I20010000146
Phone : (407) 571-3900
Fax Number : (407) 571-4390

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

SunGate Motors, LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$50.00

A. LUNT

SEP 28 2010

EXAMINER

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Corporate Filing Menu

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SUNGATE MOTORS LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Lori A. Linn

Contact Person

Haddock Professional Association

Firm/Company

3300 University Blvd., Suite 218

Address

Winter Park, Florida 32792

City, State and Zip Code

loril@fullsail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lori Linn

Name of Contact Person

at (407)

571-3908

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Certificate of Merger
For
Florida Limited Liability Company**

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p3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
SunGate, LLC	Florida	limited liability company
SunGate Motors, LLC	Florida	limited liability company

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>
SunGate Motors, LLC	Florida	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

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EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

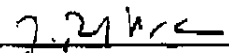
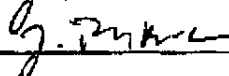
Mailing address: _____

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 TALLAHASSEE, FLORIDA

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SunGate, LLC		J. Brock McClane, Mgr/Mgr LO6-51823
SunGate Motors, LLC		J. Brock McClane, Mgr/Mgr LO1-13110

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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>
SunGate, LLC	Florida	limited liability company
SunGate Motors, LLC	Florida	limited liability company

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>
SunGate Motors, LLC	Florida	limited liability company

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

Undersigned agree to do all things necessary to bring about and effectuate the merger of SunGate, LLC into SunGate Motors, LLC, with the latter surviving as the sole entity. Both LLCs agree to meet all requirements of Chapter 608, FS, in the process of effecting the merger and, in the event they fail to address any issue or execute any documents required to be executed in the process of merging, they agree to do everything and execute any documents, immediately upon discovery of their failure to do so in order to become in full compliance with Chapter 608, FS.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

SunGate Enterprises LLLP holds 100% member interest in both SunGate, LLC

SunGate Motors, LLC and will continue to hold 100% interest in SunGate Motors,

LLC, the surviving LLC. SunGate Florida, LLC is the manager of both SunGate,

LLC and SunGate Motors, LLC and will continue to be the sole manager for

SunGate Motors, LLC, the surviving LLC.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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