

# LO1000013786

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

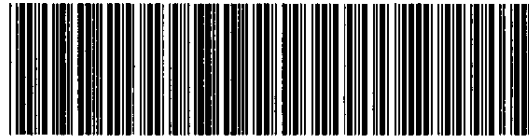
(Document Number)

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Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS  
OCT 27 2010  
EXAMINER



**The Law Offices of  
Michael G. Park, Esq.**

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October 22, 2010

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

Re: Jem Star Enterprises, LLC - Merger Documents

Dear Madam/Sir,

Enclosed please find the ~~Certificate of Conversion~~ for "~~Other Business Entity into Florida Limited Liability Company~~", and a ~~certified copy~~ of the Articles and Plan of Merger filed with the Louisiana Secretary of State. Please file the merger documents and return them to my attention. If you have any questions or need anything further, please contact me.

Sincerely,



Michael G. Park, Esq.

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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>
Louisiana Machine Leasing, LLC	Louisiana	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
LO1000013786	Florida	LLC
JEM Star Enterprises, LLC	Florida	LLC

**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.

**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.

**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


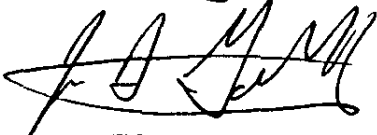
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TALLAHASSEE, FLORIDA

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	Signature	Name and Title
JEM STAR ENTERPRISES LLC		Michael DeSalvo, Managing Member
LOUISIANA MACHINE LEASING, LLC		Jon D. Goldstein, Managing Member

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

**Fees:** 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

**Certified Copy (optional):** \$30.00

## PLAN OF MERGER

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The following Plan of Merger is submitted in compliance with Chapters 607 and 608, Florida Statutes, and in compliance with the laws of any other applicable jurisdiction of incorporation. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The exact name, jurisdiction and entity type of the surviving limited liability company is:

**JEM STAR ENTERPRISES LLC      Florida      Limited Liability Company**

2. The exact name, jurisdiction and entity type of the merging limited liability company is:

**LOUISIANA MACHINE LEASING, LLC      Louisiana      Limited Liability Company**

3. The terms and conditions of the merger are as follows: The surviving limited liability company shall acquire all of the assets and assume all of the liabilities of the merging limited liability company.

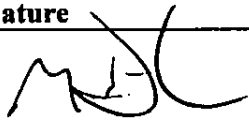

4. The manner and basis of converting the membership interests of the merging limited liability company into membership interests of the surviving limited liability company are as follows: For each one hundred (100) membership interests of the merging limited liability company, a member shall receive one (1) membership interest of Class B of the surviving limited liability company.

5. The names and addresses of the managing members of the surviving limited liability company are as follows:

Jon Goldstein      320 S. Atlantic Drive, Lantana, FL 33462  
Michael DeSalvo      3634 South Ocean Blvd., Highland Beach, FL 33487

6. The articles of organization of the surviving limited liability company shall not be modified or amended by this merger, and shall continue to be the articles of organization of the surviving limited liability company.

7. The undersigned certify that this Plan of Merger has been authorized and approved in accordance with the provisions of Chapter 608, Florida Statutes, and in accordance with the provisions of Louisiana R.S. 12:1359:

Name of Entity	Signature	Name and Title
JEM STAR ENTERPRISES LLC		Michael DeSalvo, Managing Member
LOUISIANA MACHINE LEASING, LLC		Jon D. Goldstein, Managing Member