

L98000001731

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Certificates of Status

Special Instructions to Filing Officer:

L. SELLERS

AUG 26 2008

EXAMINER

Office Use Only

CF \$2.00



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07/01/08--01001--010 **50.00

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08 AUG 25 AM 8:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA



June 23, 2008

SENT VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
Tallahassee, Florida

Re: Certificate of Merger of McGillivray Consulting Group, LLC
And Cumming/McGillivray

Dear Sirs/Madams:

Please find enclosed herewith a Certificate of Merger of McGillivray Consulting Group, LLC and Cumming/McGillivray. Please appropriate file the Certificate of Merger among the corporate records/documents of both entities.

Also enclosed herewith is our check in the sum of \$50.00 which represents payment of the filing fee for the Certificate of Merger.

If you should have any questions or concerns regarding the above, please do not hesitate to contact me.

Sincerely,

Lisa R. Patten

LRP:sf
Enclosure

cc: Iain McGillivray

RECEIVED
08 JUN 25 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



7575 Dr. Phillips Blvd., Ste. 255 • Orlando, Florida 32819

Phone (407) 226-9115 • Fax (407) 226-9116

www.pattenlawfirm.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 2, 2008

LISA R. PATTEN
7575 DR. PHILLIPS BLVD., STE. 255
ORLANDO, FL 32819

SUBJECT: CUMMING/MCGILLIVRAY, LLC
Ref. Number: L98000001731

We have received your document for CUMMING/MCGILLIVRAY, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 408A00039493



August 15, 2008

SENT VIA U.S. MAIL

Leslie Sellers
Regulatory Specialist II
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

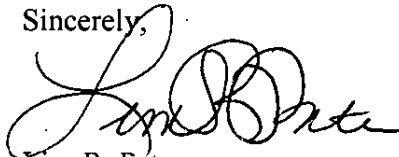
Re: Certificate of Merger of McGillivray Consulting Group, LLC
And Cumming/McGillivray

Dear Ms. Sellers:

Pursuant to your letter dated July 2, 2008 (enclosed herewith) please find a revised, executed Certificate of Merger of McGillivray Consulting Group, LLC and Cumming/McGillivray. Please appropriately file the Certificate of Merger among the corporate records/documents of both entities.

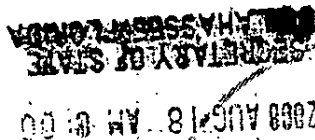
If you have any questions or comments concerning the above, please do not hesitate to contact me.

Sincerely,



Lisa R. Patten

LRP/sef
Enclosure(s)



7575 Dr. Phillips Blvd., Ste. 255 • Orlando, Florida 32819

Phone (407) 226-9115 • Fax (407) 226-9116

www.pattenlawfirm.com

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF MERGER
OF
MCGILLIVRAY CONSULTING GROUP, LLC.
AND
CUMMING/MCGILLIVRAY, LLC.

Pursuant to Florida Statute § 608.4382, McGillivray Consulting Group, LLC. (Surviving Entity) and Cumming/McGillivray, LLC (Merging Entity) adopt the following Certificate of Merger.

ARTICLE I

SURVIVING ENTITY. The name of the surviving entity in this merger shall be McGillivray Consulting Group, LLC.

ARTICLE II

PLAN OF MERGER. The Plan of Merger between Surviving Entity and Merging Entity is attached hereto as Exhibit A.

ARTICLE III

SHARES/UNITS OUTSTANDING. Managing Member approval of the Plan of Merger was required. The Surviving Entity is owned and operated by its sole managing member, Iain McGillivray, who is entitled to vote on the Plan of Merger. The Merging Entity is owned and operated by its sole managing Member, Iain McGillivray, who is entitled to vote on the Plan of Merger.

ARTICLE IV

MANAGING MEMBERS VOTED. The Surviving Entity approved the Plan of Merger by vote of its members held on June 20, 2008. At the meeting, a unanimous vote of the members was made in favor of adoption of the Plan of Merger, and no members voted against adoption of the Plan of Merger. The members of the Merging Entity approved the Plan of Merger by vote of the members at a meeting held on June 20, 2008. At the meeting, all members voted in favor of adoption of the Plan of Merger.

Dated this 15th day of August, 2008.

CUMMING/MCGILLIVRAY, LLC.

By: Iain McGillivray

MCGILLIVRAY CONSULTING
GROUP, LLC.

By: Iain McGillivray

PLAN OF MERGER

OF

**CUMMING/MCGILLIVRAY, LLC AND
MCGILLIVRAY CONSULTING GROUP, LLC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DATE: May 20, 2008

Section 1. MERGER

On the Effective Date, CUMMING/MCGILLIVRAY, LLC, a Florida Limited Liability Company (Merging Entity) shall be merged with and into MCGILLIVRAY CONSULTING GROUP, LLC, a Florida Limited Liability Company (Surviving Entity).

Section 2. EFFECT OF MERGER

At the time of the merger:

2.1. *Single Entity.* The separate existence of the Merging Entity shall cease, and both the Merging and Surviving Entity shall be a single entity which shall be the Surviving Entity;

2.2. *Title to Assets.* The title to all real estate and other property owned by the Merging Entity and the Surviving Entity shall be vested in the Surviving Entity without reversion or impairment, and without further act or deed;

2.3. *Liabilities and Obligations.* The Surviving Entity shall assume all liabilities and obligations of the Merging Entity and the Surviving Entity as of the Effective Date; and

2.4. *Pending Proceedings.* Any proceeding pending against the Merging Entity or the Surviving Entity may be continued as if the merger did not occur, or the Surviving Entity may be substituted in the proceeding for the Merging Entity.

Section 3. CORPORATE INCIDENTS

3.1. *Articles of Incorporation.* The Articles of Incorporation of the Surviving Entity, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity following this merger.

3.2. *Operating Agreement.* The Operating Agreement of the Surviving Entity, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity following this merger.

3.3. *Managing Members.* The Managing Members of the Surviving Entity following this merger shall consist of the persons who are the Managing Members of the Surviving Entity immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The managers of the Merging Entity following this merger shall be the persons who are the managing members of the Surviving Entity immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Managing Members of the Surviving Entity.

Section 4. CONVERSION OF INTERESTS

4.1. *Exchange of Units or Shares.* On or after the Effective Date, the Surviving Entity, upon the receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Entity, shall issue to the members of the Merging Entity stock certificates representing one unit share of the fully paid and nonassessable common stock of the Surviving Entity for each 100 shares of the Merging Entity held by the shareholders.

4.2. *Cancellation of Units or Shares.* On the Effective Date, each share of stock of the Merging Entity that is then issued and outstanding shall, by virtue of the merger and without any action on the part of the Merging Entity or the Surviving Entity, be immediately canceled.

4.3. *Continuation of Units or Shares.* Each unit or share of stock of the Surviving Entity that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Entity notwithstanding the merger.

Section 5. EFFECTIVE DATE

The merger of the Merging Entity and the Surviving Entity shall be effective upon the date of the filing of the Certificate of Merger with the Secretary of State of the State of Florida in accordance with Fla.Stat. § 608.4382. The Certificate of Merger shall not be filed until this Plan of Merger has been approved by the Managing Members of both the Merging Entity and the Surviving Entity.

Section 6. INTENT

It is the intent of the Merging Entity and the Surviving Entity that the transaction contemplated by this plan of merger shall constitute a merger under Florida Statute § 608.438 and qualify as a tax-free corporate reorganization within the meaning of IRC §368(a)(1)(A).

Section 7. GOVERNING LAW

This merger will take place in accordance with the applicable statutes in the State of Florida.

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TALLAHASSEE FLORIDA