

Division of Corporations

L01000017977

Florida Department of State
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
STALNAKER FARM & RANCH SUPPLIES, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 30, 2001

STALNAKER FARM & RANCH SUPPLIES, LLC
P.O. BOX 940385
MAITLAND, FL 32794-0385

SUBJECT: STALNAKER FARM & RANCH SUPPLIES, LLC
REF: L01000017977

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TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

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) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000110754
Letter Number: 901A00059339

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 608.4382 and 620.203, Florida Statutes.

Article 1. Merging Entity. The name, street address of its principal office, jurisdiction, and entity type of the merging entity are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Stalnaker Farm & Ranch Supplies, Ltd. 500 North Maitland Avenue, Suite 308 Maitland, Florida 32751	Florida	Limited Partnership

Article 2. Surviving Entity. The name, street address of its principal office, jurisdiction, and entity type for the surviving entity are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Stalnaker Farm & Ranch Supplies, LLC 500 North Maitland Avenue, Suite 308 Maitland, Florida 32751	Florida	Limited Liability Company

Article 3. Plan of Merger. The attached Plan of Merger meets the requirements of Sections 608.438 and 620.201, Florida Statutes, and was approved by each domestic limited partnership and limited liability company that is a party to the merger in accordance with Chapters 608 and 620, Florida Statutes.

Article 4. Authorization. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations, operating agreement, or articles of organization of any limited liability company that is a party to the merger.

Article 5. Effective Date. The merger shall become effective as of the date these Articles of Merger are filed with the Department of State of the State of Florida.

Article 6. Compliance with Law. These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

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Stalnaker Farm & Ranch Supplies, Ltd.,
a Florida limited partnership

By: its General Partner

Stalnaker Farm & Ranch Supplies, LLC

By: Alan S. Weinstein

Name: Alan S. Weinstein

Title: Manager

Stalnaker Farm & Ranch Supplies, LLC,
a Florida limited liability company

By: Alan S. Weinstein

Name: Alan S. Weinstein

Title: Manager

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TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into effective as of October 18, 2001 (the "Effective Date"), by and between STALNAKER FARM & RANCH SUPPLIES, LTD., a Florida limited partnership (the "Partnership"), and STALNAKER FARM & RANCH SUPPLIES, LLC, a Florida limited liability company ("Stalnakar LLC"). This Agreement, which was adopted and approved by each party to the merger in accordance with Sections 608.4381 and 620.202, Florida Statutes, is being submitted in accordance with Sections 608.438 and 620.201, Florida Statutes.

1. **Merging Entity.** The merging entity is Stalnakar Farm & Ranch Supplies, Florida limited partnership (the "Partnership").
2. **Surviving Entity.** The surviving entity is Stalnakar Farm & Ranch Supplies, Florida limited liability company (the "Limited Liability Company").
3. **Merger.** On and subject to the terms and conditions of this Agreement, the Partnership shall merge with and into the Limited Liability Company on the Effective Date pursuant to the terms and conditions set forth in this Agreement.
4. **Terms and Conditions of Merger.** Upon the Effective Date, the outstanding interests in the Partnership shall not be converted into interests in the Limited Liability Company. Rather, each interest in the Partnership that shall be outstanding at the Effective Date shall without further action be cancelled without consideration. Each membership interest in the Limited Liability Company issued and outstanding at the Effective Date shall remain outstanding..
5. **Effect of Merger.** On the Effective Date, the separate existence of the Partnership shall cease, and the Limited Liability Company shall be fully vested in the rights, privileges, immunities, powers, and franchises of the Partnership, subject to its restrictions, liabilities, disabilities, and duties.
6. **Conversion of Rights to Acquire Partnership Interests in the Partnership.** The Partnership does not and will not have any rights to acquire interests in the Partnership issued or outstanding immediately prior to the merger.
7. **Articles of Organization and Operating Agreement of the Limited Liability Company.** No amendment to the Articles of Organization of the Limited Liability Company is required on account of the merger. The Operating Agreement of Limited Liability Company of Stalnakar Farm & Ranch Supplies, LLC in effect at and as of the Effective Date shall remain the Operating Agreement of the Limited Liability Company without any modification or amendment.
8. **Manager of the Limited Liability Company.** The Limited Liability Company is managed by a manager. The name and address of the current manager of the Limited Liability Company are: Alan S. Weinstein, 500 North Maitland Avenue, Suite 308, Maitland, Florida 32751.
9. **Effective Date.** The merger shall become effective as of the date the Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

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10. Supplemental Action. If at any time after the Effective Date the Limited Liability Company determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Agreement, the appropriate officers of the Limited Liability Company or the Partnership, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Limited Liability Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Limited Liability Company, or to otherwise carry out the provisions of this Agreement.

IN WITNESS WHEREOF, both the Partnership and the Limited Liability Company have caused this Agreement to be adopted.

Stalnakar Farm & Ranch Supplies, Ltd.,
a Florida limited partnership

By: its General Partner

Stalnakar Farm & Ranch Supplies, LLC

By: Alan S. Weinstein

Name: Alan S. Weinstein

Title: Manager

Stalnakar Farm & Ranch Supplies, LLC,
a Florida limited liability company

By: Alan S. Weinstein

Name: Alan S. Weinstein

Title: Manager

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