

L01000022854

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

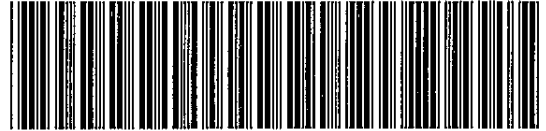
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 796540 7431587
AUTHORIZATION :
COST LIMIT : \$ 85.00

FILED
2006 JAN -6 AM 11:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : January 5, 2006

ORDER TIME : 5:06 PM

ORDER NO. : 796540-005

CUSTOMER NO: 7431587

ARTICLES OF MERGER

SOUTHBAY, LLC

INTO

THE RYAN GROUP, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE RECITING MERGER

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: _____

FILED
2006 JAN -6 AM 11:03
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>
Southbay, LLC	Florida	LLC
L-030000638431		

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>
The Ryan Group, 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:

N/A

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: N/A

Mailing address: N/A

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:
Southbay, LLC		John M. Ryan, ^{Authorized} Representative
The Ryan Group, LLC		John M. Ryan, Sole 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

<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>
Southbay, LLC	Florida	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>
The Ryan Group, LLC	Florida	LLC

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

All assets of the merging party are conveyed to the surviving party, and
the surviving party assumes all liabilities and obligations of the merging party.
No cash, shares or interests shall be exchanged or converted, and John M.
Ryan shall remain the sole member and managing member of the surviving party.
At Effective Date, the surviving party shall possess all the rights,
privileges, immunities and interests of the merging party, and the surviving
party shall be responsible and liable for all liabilities and obligations
of the merging party, all as more particularly set forth in section 608.4383,
Florida Statutes. (Attach additional sheet if necessary)

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:

All assets of the merging party are conveyed to the surviving party, and
the surviving party assumes all liabilities and obligations of the
merging party.

No cash, shares or interests shall be exchanged or converted, and
John M. Ryan shall remain the sole member of the surviving party.

(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)

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

N/A

(Attach additional sheet if necessary)

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

None.

(Attach additional sheet if necessary)

SOUTHBAY, LLC

MEMBER'S WRITTEN CONSENT TO ACTION

Pursuant to section 608.422(5), Florida Statutes, the undersigned, being the sole member of Southbay, LLC ("the Company"), hereby consents to, approves and adopts the following action without meeting:

Merger of the Company into The Ryan Group, LLC, as the surviving entity, pursuant to the terms of the Certificate of Merger and Plan of Merger, attached hereto, and declare the same to be the valid and enforceable act of the Company

The undersigned hereby waives any written notice required by section 608.4381, Florida Statutes

IN WITNESS WHEREOF, the undersigned, constituting the sole member of the Company, has executed this written consent to action on the 5th day of January, 2006

THE RYAN GROUP, LLC,
Sole Member

By


John M. Ryan,
its Managing Member