

Division of Corporations

W2 000000824

(Page 1 of 1)

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000165026 3)))



H090001650263ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

2009 JUL 17 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MERGER OR SHARE EXCHANGE

PROVISE MANAGEMENT GROUP, LLC

T. CLINE

JUL 20 2009

EXAMINER

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$58.75

\$80.00

RECEIVED
2009 JUL 17 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**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>
Bishop, Ortiz & LoCascio Associates, Inc.	Florida	Corporation

800000002731

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>
Provisse Management Group, LLC	Florida	Limited Liability Company

U02-824

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUL 17 AM 8:14

FILED

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: _____

2009 JUL 17 AM 8:14
FILED
SECRETARY OF STATE
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:
Bishop, Ortiz & LoCascio Associates, Inc.		Melika S. Hinkson, VP
Provis Management Group, LLC		Melika S. Hinkson, VP

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
--	---------

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUL 17 AM 8:14

FILED

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>
Bishop, Ortiz & LoCascio Associates, Inc.	Florida	Corporation

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>
Provis Management Group, LLC	Florida	Limited Liability Company

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

All shares of Bishop, Ortiz & LoCascio Associates, Inc. (the "Merging Party") common stock, by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall cease to exist, and each holder of a certificate representing such shares shall thereafter cease to have any rights with respect to such shares. Each unit of membership interest of Provis Management Group, LLC (the "Surviving Party") issued and outstanding at the effective date of the Merger shall thereafter constitute all of the issued and outstanding membership interests of the Surviving Party.

(Attach additional sheet if necessary)

2009 JUL 17 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

The issued units of membership interests of the Surviving Party shall not be converted or exchanged in
any manner but each said unit of membership interest which is issued as of the date of the Merger shall
continue to represent one unit of membership interest 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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

n/a

(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUL 17 AM 8:14

FILED

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:

At the Effective Time, (i) the Articles of Organization of the Surviving Party as in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Party and, (ii) the Operating Agreement of the Surviving Party in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Party, in each case until amended in accordance with applicable law.

(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUL 17 AM 8:14

FILED