

L020000006634

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**Board Certified Attorney in
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April 11, 2002

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

Re: Jen-Ter, LLC

200005272742--5
-04/15/02--01064--004
*****25.00 *****25.00

200005272742--5
-05/02/02--01063--021
*****25.00 *****25.00

Dear Sirs:

Enclosed for filing are Articles of Merger, Plan of Merger, and Ohio Certificate of Merger for the above-referenced limited liability company, and a check in the amount of \$25.

If you need further information or have questions, please contact the undersigned.

Thank you for your assistance.

Sincerely,



Kelly L. Wright

Enclosures

cc: Ms. Jennie M. Fittipaldi

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -1 AM 9:24

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FAIRLAWN PROPERTIES, LLC an Ohio entity not authorized in Florida

into

JEN-TER, LLC, a Florida entity L02000006634

File date: May 1, 2002

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 18, 2002

KELLY L. WRIGHT
GOODMAN & BREEN, ATTORNEYS AT LAW
3838 TAMiami TRAIL NORTH, SUITE 300
NAPLES, FL 34103

SUBJECT: JEN-TER, LLC
Ref. Number: L02000006634

We have received your document for JEN-TER, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The filing fee for the merger is based on both parties; two limited liability companies at \$25 each makes the filing fee for this merger \$50. Please return this letter to my attention, along with a check for \$25.

Please return 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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 402A00023116

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ARTICLES OF MERGER
OF
JEN-TER, LLC
AND
FAIRLAWN PROPERTIES, LLC

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Jen-Ter, LLC 3971 Gulf Shore Blvd. N., #1201 Naples, FL 34103	Florida	Limited Liability Company

Florida Document/Registration Number: L02000006634 FEI Number: 02-0576804

2.	Fairlawn Properties, LLC 1683 Brookwood Drive Akron, OH 44313	Ohio	Limited Liability Company
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FEI Number: 34-1905103

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Jen-Ter, LLC 3971 Gulf Shore Blvd. N., #1201 Naples, FL 34103	Florida	Limited Liability Company

Florida Document/Registration Number: L02000006634 FEI Number: 02-0576804

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

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FOURTH: The attached Plan of Merger was approved by the other Limited Liability Company that is party to the merger in accordance with the respective laws of all applicable jurisdictions.


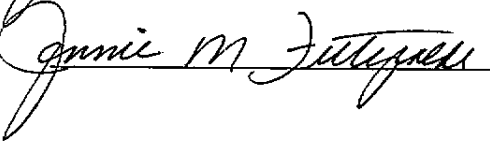
FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any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

SIXTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Jen-Ter, LLC		By: Jennie M. Fittipaldi
Fairlawn Properties, LLC		By: Jennie M. Fittipaldi

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PLAN OF MERGER
OF
JEN-TER, LLC
AND
FAIRLAWN PROPERTIES, LLC

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The LLCs agree to merge.

SECOND: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Jen-Ter, LLC	Florida
Fairlawn Properties, LLC	Ohio

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THIRD: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Jen-Ter, LLC	Florida

FOURTH: The terms and conditions of the merger were advised, authorized and approved by the members of each LLC by the unanimous consent of its members. Each member retains the same membership interest as before the merger.

FIFTH:

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, or in whole or in part, into cash or other property are as follows:

One managing unit, or portion thereof, in Fairlawn Properties, LLC as it exists immediately prior to the merger will become one managing unit, or portion thereof, in Jen-Ter, LLC on the effective date of the merger.

One non-managing unit, or portion thereof, in Fairlawn Properties, LLC as it exists immediately prior to the merger will become one non-managing unit, or portion thereof, in Jen-Ter, LLC on the effective date of the merger.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, or in whole or in part, into cash or other property are as follows:

All rights to acquire interests of Fairlawn Properties, LLC as they existed immediately prior to the merger will be equal to the rights to acquire interests of Jen-Ter, LLC on the effective date of the merger.

SIXTH: The surviving entity is a Florida limited liability company with a Managing Member, whose name and address are as follows:

Jennie M. Fittipaldi, Managing Member
3971 Gulf Shore Blvd., #1201
Naples, FL 34103

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SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Please see attached Certificate of Merger.

IN WITNESS WHEREOF, each party has caused this Plan of Merger to be signed in its name and on its behalf by an authorized person of each party, on this 1st day of April, 2002. Each authorized person acknowledges this Plan of Merger to be the act and deed of the LLC on whose behalf the authorized person has executed this Plan of Merger and, under penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information, and belief.

In the presence of:

Dennis M. Edwards

JEN-TER, LLC

Kelly L. Wright

By:

Jennie M. Fittipaldi
Jennie M. Fittipaldi

Jennie M. Edwards

FAIRLAWN PROPERTIES, LLC

Kelly L. Weight

By: Jennie M. Fittipaldi
Jennie M. Fittipaldi

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