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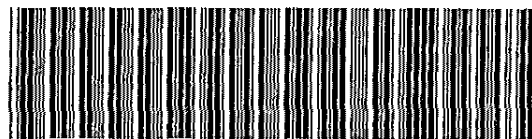
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LAW OFFICES
SIMON & SIMON, P.A.

SEYMOUR J. SIMON (1943-1984)
GARY P. SIMON

CERTIFIED IN WILLS, TRUSTS AND ESTATE PLANNING
CONCENTRATING IN CORPORATE, BUSINESS, and REAL PROPERTY

JOY B. SPILL
E-mail Spill675@Bellsouth.net

SUITE 504
ONE DATRAN CENTER
9100 SO. DADELAND BLVD.
MIAMI, FLORIDA 33156-7815

TELEPHONE (305) 670-6750
FAX (305) 670-6776
E-mail Simon675@Bellsouth.net
www.lawyers.com/Simon&Simon

October 12, 2004

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

(via Federal Express)

RE: Merger of Deep Keel LLC and Fast Turn LLC with and into River Bait & Tackle, LLC

Dear Sir or Madam:

In connection with the above mentioned merger of three limited liability companies, enclosed please find the following for filing:

1. Original Articles of Merger with Plan of Merger attached as Exhibit "A".

Also enclosed is a check in the amount of \$105.00 which represents the filing fee of \$75 (\$25 per entity merged), and certified copy fee of \$30). Please send the certified copy in the enclosed Express Mail envelope provided.

Thank you for your attention to this matter.

Sincerely yours,
SIMON & SIMON, P.A.

Joy B. Spill
Joy B. Spill, Esq.

JBS/lcv
cc: River Bait & Tackle LLC

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
DEEP KEEL, LLC and FAST TURN, LLC
WITH AND INTO
RIVER BAIT AND TACKLE, LLC**

Pursuant to the provisions of Section 608.438 of the Florida Business Limited Liability Companies Act DEEP KEEL, LLC, a Florida limited liability company (Florida Document Registration Number L04000061538) and FAST TURN, LLC, a Florida limited liability company (Florida Document Registration Number L04000061535) (collectively referred to as the "Absorbed Companies"), and RIVER BAIT AND TACKLE LLC, a Florida limited liability company (Florida Document Registration Number L02000026647) (referred to as the "Surviving Company"), adopt the following Articles of Merger for the purpose of merging the Absorbed Companies with and into the Surviving Company.

1. The address and FEIN of each entity which is a party to this merger is as follows:
 - A. Deep Keel, LLC's street address is 501 NE 1st Avenue, Suite 201, Miami, FL 33132. Its FEIN is 61-1476621.
 - B. Fast Turn, LLC's street address is 10800 SW 69 Avenue, Miami, FL 33156. Its FEIN is 61-1476622.
 - C. River Bait and Tackle, LLC's street address is 6358 Manor Lane, So. Miami, FL 33143. Its FEIN is 743-74527.

2. The Plan of Merger attached hereto as Exhibit "A" and incorporated herein by reference was approved by unanimous vote of the Sole Member and the sole Manager of each of the Absorbed Companies and by unanimous vote of the Managers/Members of the Surviving Company in the manner prescribed by the Florida Limited Liability Company Act. The Surviving Company is a manager managed limited liability company. The sole member of each of the Absorbed Companies is the Surviving Company. Accordingly approval of the Plan of Merger was unanimous.

3. The Plan of Merger was adopted by the Managers and Sole Member of each of the Absorbed Companies on September 30, 2004 pursuant to Florida Statutes Section 608.4381.

4. The Plan of Merger was adopted by the Manager/Members of the Surviving Company on September 30, 2004 pursuant to Florida Statutes Section 608.4381.

5. There are no domestic partnerships, domestic corporations or entities formed under the laws of another state involved in the merger. Only domestic limited liability companies are involved in the merger.

6. The Surviving Company has agreed to promptly pay to the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which such dissenting members are entitled under Florida Statute section 608.4384. However the only member of each of the Absorbed Companies is the Surviving Company, so there are no dissenting members.

7. The merger is not prohibited by the regulations or articles of organization of any limited liability company that is a party to this merger.

8. The Effective Date of the merger is the date of filing of these Articles of Merger with the Secretary of State.

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STATE OF FLORIDA

Absorbed Companies:

DEEP KEEL, LLC

By: [Signature]
Richard Baron, Manager

FAST TURN, LLC

By: [Signature]
Randa Richter, Manager

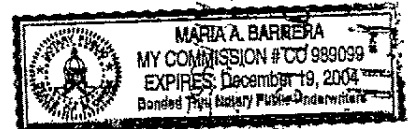
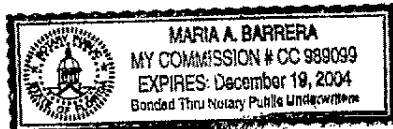
Surviving Company

RIVER BAIT AND TACKLE, LLC

By: [Signature]
Michael Wine, Member- ManagerBy: [Signature]
Vinson Richter, Member- ManagerBy: [Signature]
James Siegel, Member- ManagerSTATE OF FLORIDA
COUNTY OF MIAMI-DADE

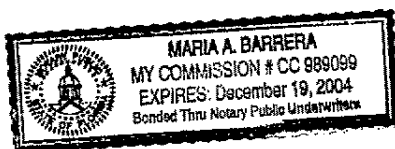
The foregoing instrument was acknowledged before me this 7th day of October, 2004 by MICHAEL WINE, VINSON RICHTER and JAMES SIEGEL, the Members and Managers of River Bait and Tackle LLC each of whom who is personally known to me or who produced Personally Known as identification.

My commission expires:

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 7th day of October, 2004 by Randa Richter Manager of Fast Turn LLC who is personally known to me or who produced Personally Known as identification.

My commission expires:

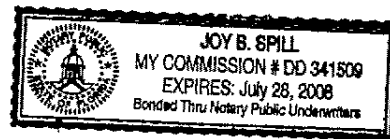
[Signature]
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 11th day of October, 2004 by RICHARD BARON, the Manager of Deep Keel LLC who is personally known to me or who produced _____ as identification.

My commission expires:


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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04 OCT 13 AM 10:05
TALLAHASSEE, FLORIDA

Exhibit "A"

PLAN OF MERGER

Plan of Merger dated the 30th day of September, 2004 between DEEP KEEL, LLC and FAST TURN, LLC (hereinafter collectively called the "Absorbed Companies") and RIVER BAIT AND TACKLE LLC (hereinafter called the "Surviving Company").

WHEREAS, the Surviving Company is a limited liability company organized and existing under the laws of the State of Florida with its principal offices located at 6358 Manor Lane, Miami, Florida 33143; and

WHEREAS, the Surviving Company is manager managed and each of its members is a manager; and

WHEREAS, each of the Absorbed Companies is a limited liability company organized and existing under the laws of the State of Florida. Each of the Absorbed Companies is manager managed. The principal offices of Deep Keel, LLC and of Fast Turn, LLC are located in Miami-Dade County, Florida.

WHEREAS, the sole member of each of the Absorbed Companies is the Surviving Company.

WHEREAS, the Managers and Members of the Surviving Company deem it desirable and in the best interest of the Surviving Company that the Absorbed Companies be merged into the Surviving Company pursuant to the provisions of §608.4381 of the Florida Limited Liability Company Act and the Managers and Member of each of the Absorbed Companies deem it desirable and in their respective best interest that the Absorbed Companies be merged into the Surviving Company;

WHEREAS, the following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, is being submitted in accordance with section 608.438 of the Florida Statutes;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent Companies agree as follows:

1. Merger. DEEP KEEL, LLC and FAST TURN, LLC shall merge with and into RIVER BAIT AND TACKLE LLC, which shall be the Surviving Company.

2. Terms and Conditions. On the effective date of the merger, the separate existence of each of the Absorbed Companies shall cease. The Surviving Company shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the Absorbed Companies, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Companies, and neither the rights of creditors nor any liens on the respective property of the Absorbed Companies shall be impaired by the merger.

3. Conversion of Member Interests.

A. The following is the manner and basis of converting the interests, shares, obligations or other securities of each of the Absorbed Companies into the interests, shares, obligations or other securities of the Surviving Company, in whole or in part, into cash or other property:

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The sole member of each of the Absorbed Companies is River Bait and Tackle, LLC, the Surviving Company, so there is no conversion required.

B. The following is the manner and basis of converting the rights to acquire interests, shares, obligations or other securities of each of the Absorbed Companies into the rights to acquire interests, shares, obligations or other securities of the Surviving Company, in whole or in part, into cash or other property:

The sole member of each of the Absorbed Companies is River Bait and Tackle, LLC, the Surviving Company, so there is no conversion of rights to acquire interests required.

4. Changes in Articles of Organization. The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger.

5. Changes in Operating Agreement. The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the effective date of the merger.

6. Managers. The three (3) Managers of the Surviving Company on the effective date of the merger shall continue as the Managers of the Surviving Company. The names and addresses of the Managers of the Surviving Company are as follows:

Name	Address
Michael Wine	6358 Manor Lane, Miami, FL 33143
Vinson Richter	6358 Manor Lane, Miami, FL 33143
James Siegel	6358 Manor Lane, Miami, FL 33143

7. Approval by Members and Managers. This Plan of Merger shall be submitted for the approval of the members and managers of the Companies in the manner provided by the applicable laws of the State of Florida and the Florida Limited Liability Company Act.

8. Effective date of Merger. The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

9. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

10. Abandonment of the Plan of Merger. Each of the Absorbed Companies may abandon the proposed merger pursuant to Section 608.4381(7).

11. Determination of Fair Value. The following is the method of determining the "fair value" as defined in Section 608.4384(1)(b) of an interest in any of limited liability company that is a party to the merger.

The sole member of each of the Absorbed Companies is River Bait and Tackle, LLC, the Surviving Company, so there is no need to determine the fair value of an interest in any limited liability company that is a party to this merger.

We, the Members/Managers of the Surviving Company, certify that this Plan of Merger has

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

been adopted pursuant to Florida State §608.438 and that, as of today, the 30th day of September, 2004.

RIVER BAIT AND TACKLE LLC

By: 

JAMES SIEGEL

By: 

VINSON RICHTER

By: 

MICHAEL WINE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA