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03 JAN 21 AM 8:1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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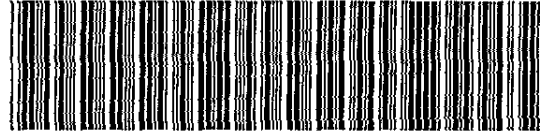
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01/31/03--01076--002 **25.00

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ATTORNEYS AT LAW
SIMS MOSS KLINE & DAVIS LLP

A Limited Liability Partnership

J. ERIC VAN ATTA
Paralegal Specialist, Corporate & Securities
(770) 481-7232
Email: jevanatta@smkallaw.com

SUITE 1700
Three Ravinia Drive
ATLANTA, GEORGIA 30346

(770) 481-7200

FAX: (770) 481-7210

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Suite 2211
27 Wall Street
New York, New York 10005
(212) 709-8255
FAX: (212) 422-0537
TALLAHASSEE, FLORIDA

129 Third Street
Mincola, New York 11501
(516) 739-9009
FAX: (516) 739-9011

January 20, 2003

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Merger of PBFP Holdings, LLC (FL) With and Into PBFP Holdings, LLC (DE)

Dear Sir or Madam:

With regard to the above-referenced matter, enclosed herewith please find the following:

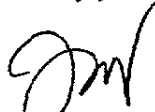
1. Articles of Merger;
2. Plan of Merger; and
3. A check in the amount of \$25.00, made payable to the "Florida Department of State," covering the filing fee.

Upon filing, please forward a file-stamped copy of the Articles and Plan of Merger to the undersigned using the enclosed self-addressed, stamped envelope.

If there are any other documents or any additional monies that are required in connection with this filing, please do not hesitate to call us.

Should you have any questions and/or need additional information, please contact me at your earliest convenience.

Sincerely yours,



J. Eric Van Atta

VEV
Enclosures

cc: Gilbert H. Davis, Esq.
Bruce F. Prevost
David W. Harrold



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 22, 2003

SIMS MOSS KLINE & DAVIS LLP
THREE RAVINIA DRIVE
SUITE 1700
ATLANTA, GA 30346

SUBJECT: PBFP HOLDINGS, LLC
Ref. Number: L02000028799

We have received your document for PBFP HOLDINGS, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE FEE TO FILE YOUR MERGER IS \$50.00. \$25 PER ENTITY.

There is a balance due of \$25.00.

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

Letter Number: 903A00003542

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03 JAN 21 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEYS AT LAW
SIMS MOSS KLINE & DAVIS LLP
A Limited Liability Partnership

J. ERIC VAN ATTA
Paralegal Specialist, Corporate & Securities
(770) 481-7232
Email: jevanatta@smkdllaw.com

SUITE 1700 03 JAN 24 AM 8:54
Three Ravinia Drive
ATLANTA, GEORGIA 30346
TALLAHASSEE, FLORIDA

(770) 481-7200
FAX: (770) 481-7210

Suite 2211
67 Wall Street
New York, New York 10005
(212) 709-8255
FAX: (212) 422-0537

129 Third Street
Mineola, New York 11501
(516) 739-9009
FAX: (516) 739-9011

January 28, 2003

Ms. Agnes Lunt
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: PBFP Holdings, LLC Merger
Ref. Number L02000028799

Dear Agnes,

Per our conversation, please find enclosed a check in the amount of \$25.00 representing the filing fee deficit per your letter to me dated January 22, 2003, a copy of which is also enclosed for easy reference.

I am also requesting that you please provide the original filing date to this merger transaction.

Should you have any questions and/or need additional information, please contact me at your earliest convenience.

Sincerely yours,


J. Eric Van Atta

VEV
Enclosures

cc: Gilbert H. Davis, Esq.

ARTICLES OF MERGER
Merger Sheet

MERGING:

PBFP HOLDINGS, LLC A FLORIDA ENTITY

INTO

PBFP HOLDINGS, LLC A DELAWARE ENTITY, entity not qualified in Florida.

File date: January 21, 2003

Corporate Specialist: Agnes Lunt

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03 JAN 24 AM 8:54

ARTICLES OF MERGER

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:

Name and Street Address

Jurisdiction

Entity Type

1. PBFP Holdings, LLC

Florida

Limited Liability Co.

3601 P.G.A. Boulevard, Suite 301

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: L02000028799

FEI Number: 37-1446416

2.

Florida Document/Registration Number:

FEI Number:

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name and Street Address

Jurisdiction

Entity Type

PBFP Holdings, LLC

Delaware

Limited Liability Co.

940 Tahoe Boulevard

Incline Village, Nevada 89451

Florida Document/Registration Number: N/A

FEI Number: Not Applied For

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.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: 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 or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signature(s)

Typed or Printed Name of Individual

PBFP Holdings, LLC (FL)

David W. Harrold, Manager

PBFP Holdings, LLC (DE)

Bruce F. Prevost, Manager

(Attach additional sheet(s) if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

PLAN OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Name

Jurisdiction

PBFP Holdings, LLC
3601 P.G.A. Boulevard, Suite 301
Palm Beach Gardens, Florida 33410

Florida

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

Name

Jurisdiction

PBFP Holdings, LLC
940 Tahoe Boulevard
Incline Village, Nevada 89451

Delaware

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

Subject to the terms and conditions set forth in this Plan of Merger, at the Effective Time, the Merging Entity shall be merged into and with Surviving Entity pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"). Surviving Entity shall be the surviving limited liability company resulting from the Merger and shall continue to be governed by the laws of the State of Delaware. Upon consummation of the Merger, the name of the Surviving Entity shall remain "PBFP Holdings, LLC." At the Effective Time, the separate existence and organization of the Merging Entity shall cease, and Surviving Entity shall succeed to and shall have all the rights, privileges, immunities and powers of the Merging Entity and Surviving Entity. Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers, immunities and franchises of a public as well as a private nature, of both Surviving Entity and the Merging Entity. All property, real, personal and mixed, and all debts due on whatever account, including without limiting the generality of the foregoing, shares or subscriptions for shares, all other choses in action, and all and every other interest of or belonging to or due Surviving Entity or Merging Entity shall be taken or deemed to be transferred to or vested in Surviving Entity without further act or deed, and the title to any real estate or interest therein vested in either Surviving Entity or Merging Entity shall not revert or be in any way impaired by reason of the Merger. (See next page for further terms and conditions)

(Attach additional sheet(s) if necessary)

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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 are as follows:

All of the Surviving Entity Interests of the limited liability members of the Surviving Entity issued and outstanding on the Effective Time shall remain issued and outstanding after the Effective Time and shall be unaffected by the Merger. The manner and basis of converting the Merging Entity Interests upon consummation of the Merger shall be as follows: (a) each Merging Entity Interest of the limited liability members of the Merging Entity issued and outstanding at the Effective Time shall, as of the Effective Time, automatically by virtue of the Merger and without any action on the part of the respective limited liability member, be converted into a limited liability member capital contribution by the Surviving Entity's member

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

Not applicable.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

Not applicable

If General Partner is a Non-Individual,

Florida Document/Registration Number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

David W. Harrold
Bruce F. Prevost
3601 P.G.A. Boulevard, Suite 301
Palm Beach Gardens, FL 33410

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:

Certificate of Formation of PBFP Holdings, LLC
Organization Action in Writing of Organizer of PBFP Holdings, LLC
Certificate of Merger of PBFP Holdings, LLC (Florida) Into and With PBFP Holdings, LLC (Delaware)

EIGHTH: Other provisions, if any, relating to the merger:

For purposes of 26 U.S.C. § 708, § 1.708-1(b)(2)(i) of the Regulations thereunder and Revenue Ruling 90-17, the Merging Entity shall be considered a continuing limited liability company and the Merging Entity shall not be considered to be terminated.

(Attach additional sheet(s) if necessary)