

LE2000030892

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

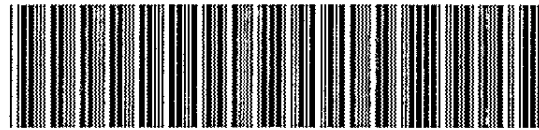
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000009571260

12/30/02--01034--001 **25.00

12/20/02--01049--011 **212.50

EFFECTIVE DATE
12/31/02

02 DEC 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SA 12/30



**WEBSTER
& PARTNERS, P.L.**

ATTORNEYS AND BUSINESS CONSULTANTS
FLORIDA CIVIL LAW NOTARIES

TRADITIONAL LEGAL SERVICES
COMMON SENSE APPROACH

Donna Jo Connelly
Legal Assistant

E-mail: dconnelly@wplawyers.com

26 December 2002

Via FedEx

State of Florida Secretary of State
Division of Corporations

Attn: Gretchen Harvey

409 E. Gaines Street
Tallahassee, FL 32399

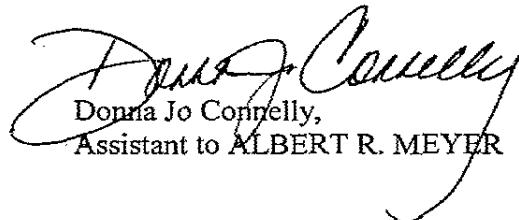
**Re: Articles of Merger: P&M Gonzales, LLC
Gonzales Family Limited Partnership**

Dear Ms. Harvey:

Pursuant to your conversation with Mr. Albert R. Meyer of our office, enclosed is our firm check #1779 in the amount of \$25.00, which represents additional fees not included with his letter and documents previously provided and dated November 25, 2002.

Should you need any additional information or have questions, please feel free to contact Mr. Meyer or myself.

Sincerely,


Donna Jo Connelly,
Assistant to ALBERT R. MEYER

Enclosures

FILED
02 DEC 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

P&M GONZALES, LC, A NEVADA ENTITY

INTO

P&M GONZALES, LLC, a Florida entity, L02000030892

File date: December 20, 2002, effective December 31, 2002

Corporate Specialist: Gretchen Harvey

STATE OF FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
FOR P&M GONZALES, LC A NEVADA LIMITED LIABILITY COMPANY (THE
"MERGING ENTITY") AND P&M GONZALES, LLC, A FLORIDA LIMITED
LIABILITY COMPANY (THE "SURVIVING ENTITY")

Pursuant to Section 608.438 and Section 608.4382 Florida Statutes, the undersigned, as the Surviving Entity and the Merging Entity in the merger described herein, hereby submit the following information:

(1) The name of the surviving entity shall be P&M Gonzales, LLC, a Florida limited liability company.

(2) Attached hereto as Exhibit A and made a part hereof is a copy of the Plan of Merger (the "Plan of Merger") for the merger described herein.

(3) The members of the Surviving Entity approved and adopted the Plan of Merger by unanimous action by consent of its members dated 11/20/02, and executed in accordance with the requirements of Chapter 608, Florida Statutes.

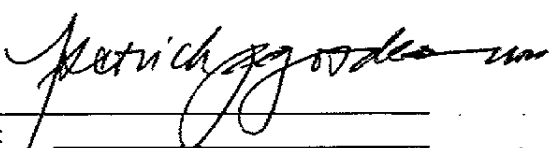
(4) The members of the Merging Entity approved and adopted the Plan of Merger by unanimous action by consent of its members dated 11/20/02, and executed in accordance with the requirements of Chapter 608, Florida Statutes.

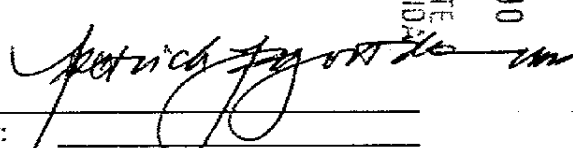
(5) The effective date of the merger shall be as of midnight, 31 December 2002.

Date: 11/20/02

P&M Gonzales, LLC,
a Florida Limited Liability Company

P&M Gonzales, LC,
a Nevada Limited Liability Company

By: 
As its: _____

By: 
As its: _____

FILED
02 DEC 20 AM 10:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into as of 20 November 2002, by and between, P&M Gonzales, LLC, a Florida limited liability company ("PM") and P&M Gonzales, LC, a Nevada limited liability company (the "Merging Entity"), under the following circumstances:

(A) PM is a limited liability company duly organized and existing under the laws of the State of Florida.

(B) The Merging Entity is a limited liability company duly organized and existing under the laws of the State of Nevada.

(C) The members of PM have adopted this Plan of Merger by unanimous Action by Consent of its members dated 20th November 2002 and the members of the Merging Entity have adopted this Plan of Merger by unanimous Action by Consent of its members dated 20th November 2002.

NOW THEREFORE, in considerations of the promises and agreements contained herein, the parties hereto agree as follows:

(1) The Merging Entity shall be merged into PM, which shall be the surviving entity. The name of the surviving entity will remain P&M Gonzales, LLC.

(2) At the effective date and time of the merger contemplated herein (the "Merger"):
(1) the Merging Entity shall be merged into PM, (2) the separate entity existence of the Merging Entity shall cease, (3) PM shall continue in existence without the necessity of other transfers or assumptions, (4) PM shall succeed to and possess all of the assets, properties, amenities, powers, franchises, and authority of a public, as well as private nature, of the Merging Entity, and (5) PM shall assume and be subject to all of the liabilities, obligations, debts, and duties of the Merging Entity.

(3) At the effective date and time of the Merger, all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to the Merging Entity shall be transferred to and vested in PM without further act or deed, and the title to any real estate or any interest therein vested in the Merging Entity shall be thereupon vested in PM, without right of reversion or impairment.

(4) Notwithstanding the foregoing, if, at any time, PM shall deem it appropriate or be

advised that further assignments, conveyances, or assurances are necessary or desirable to carry out the provisions hereof, the proper managers or members of the Merging Entity as of the effective date and time of the Merger, or in their absence, PM shall execute and deliver any and all proper deeds, assignments, and assurances, and shall do all things necessary or proper to carry out the provisions and intent of this Plan of Merger.

(5) All of the membership interests of the Merging Entity that are issued and outstanding shall be converted, by virtue of the merger and without action of the member, into the right to receive equal interests in membership of PM.

Upon presentation of the membership certificate for the membership certificate of the Merging Entity, PM shall issue a new PM certificate for an equal amount of membership interest into which such membership interests are converted and shall thereupon cancel such certificate of the Merging Entity. The failure to present such certificate shall not affect or impair the rights of the members of the Merging Entity as PM members, such conversion and issuance of new certificates shall be a ministerial act.

(6) The Merger shall become effective on midnight 31 December 2002

(7) Management of PM shall continue to be vested in one or more managers, which may be appointed by the members of PM from time to time. The names and business address of the managers of PM at the time of the merger are:

Patrick P. Gonzales
7350 Sandlake Commons Blvd.
Suite 3322
Orlando, FL 32819

Meliza C. Gonzales
7350 Sandlake Commons Blvd.
Suite 3322
Orlando, FL 32819

(8) The Operating Agreement of the Merging Entity shall be adopted as the Operating Agreement of PM and shall remain in effect until amended or changed as provided for in such Operating Agreement.

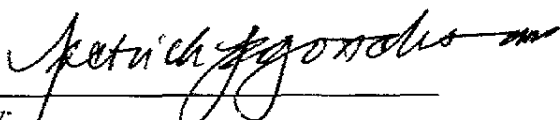
(9) The terms of the Merger, the mode of carrying such terms into effect, and the manner and basis of dissolving the members' interest in the Merging Entity shall be that as of midnight 31 December 2002, each membership interest of the Merging Entity shall be canceled and surrendered and membership interests of PM shall be issued in replacement.

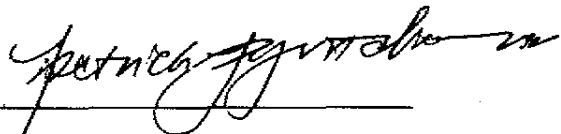
FILED
02 DEC 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their entity name as of the date and year first written above.

P&M Gonzales, LLC,
a Florida limited liability company

P&M Gonzales, LC,
a Nevada limited liability company


By: _____
As its: _____


By: _____
As its: _____

FILED

02 DEC 20 AM 10:00

CLERK OF STATE
TALLAHASSEE, FLORIDA