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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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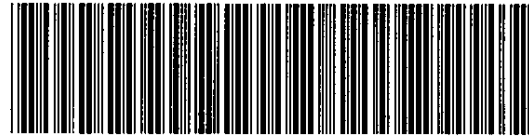
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. BRYAN

NOV 12 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ace Vision Group, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Thomas K. Boardman

Contact Person

Thomas K. Boardman, P.A.

Firm/Company

1400 N 15th Street, Suite 201

Address

Immokalee, FL 34142

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Thomas K. Boardman

Name of Contact Person

at (239)

657-4418

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**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>
Projects of Florida, Inc.	Florida	# P03000007384 corporation (for profit)
Projects of Polk County, Inc.	Florida	# P060000021268 corporation (for profit)
Ace Vision Group, LLC	Florida	# L020000031620 limited liability company

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>
Ace Vision Group, LLC	Florida	limited liability company

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.

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:

N/A

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:

N/A

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: N/A

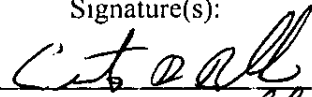
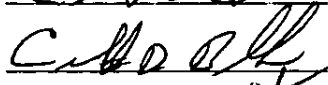
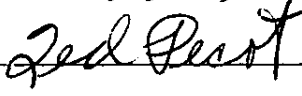
Mailing address: N/A

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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:
Projects of Florida, Inc.		Curtis D. Blocker, President
Projects of Polk County, Inc.		Curtis D. Blocker, President
Ace Vision Group, LLC		Ted Pecot,
		Managing Member

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
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TALLAHASSEE, FLORIDA

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>
<u>Projects of Florida, Inc.</u>	<u>Florida</u>	<u>corporation (for profit)</u>
<u>Projects of Polk County, Inc.</u>	<u>Florida</u>	<u>corporation (for profit)</u>
<u>Ace Vision Group, LLC</u>	<u>Florida</u>	<u>limited liability company</u>

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>
<u>Ace Vision Group, LLC</u>	<u>Florida</u>	<u>limited liability company</u>

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

All assets and liabilities of Projects of Florida, Inc., and of Projects of Polk County, Inc., shall be merged with and assumed by Ace Vision Group, LLC.

(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The ownership interests of the members of Ace Vision Group, LLC shall include
all of the assets and liabilities of Projects of Florida, Inc., and Projects of Polk
County, Inc. in the same percentage of ownership as existed prior to the merger.
After the merger, the ownership interests of the shareholders of Projects of Florida,
Inc., and Projects of Polk County, Inc. shall cease to exist.

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

After the merger, the ownership interests of the shareholders of Projects of Florida,
Inc., and Projects of Polk County, Inc. shall have no right to acquire any interest,
share or obligation or other securities of Ace Vision Group, LLC. However, since
the ownership interest in all three entities are the same, the percentage change of
ownership is unaffected by the merger.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The effective date of the merger shall be the date of filing this Certificate of Merger.

The plan of merger has been approved in its entirety by all of the members of Ace Vision Group, LLC, in accordance with Florida Statutes, Chapter 608, as well as by all of the shareholders and directors of Projects of Florida, Inc., and of Projects of Polk County, Inc., both in accordance with Florida Statutes, Chapter 607.1103.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

Management of the surviving company shall be vested in the following members:

Theodore C. Pecott - 2016 Wentworth Place, Winter Haven, FL 33881

Curtis D. Blocker - 301 North 15th Street, Immokalee, FL 34142

(Attach additional sheet if necessary)