

Division of Corporations

Page 1 of 1

L0300000083
Florida Department of State
Division of Corporations
Public Access System
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000075995 3)))



H080000759953ABCA

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407)839-4200
Fax Number : (407)839-4264

EFFECTIVE DATE 3/25/08

MERGER OR SHARE EXCHANGE

EPIL SR33 I, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$142.50

\$160.00

08 MAR 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

BA 3/26

Florida Dept. of State Electronic Filing
Facsimile Audit No. H080000759953 A.14(a)

ARTICLES OF MERGER/CERTIFICATE OF MERGER
OF
L03-84 L04-1371 L04-1372 L06-33742
EPIL SR 33 II, LLC, SR 33 III, LLC, SR 33 IV, LLC, and SR 33 V, LLC
(all Florida limited liability companies)

WITH AND INTO

EPIL SR 33 I, LLC L03-83
(a Florida limited liability company)

Pursuant to the provisions of Chapters 608, Florida Statutes, EPIL SR 33 II, LLC, a Florida limited liability company, SR 33 III, LLC, a Florida limited liability company, SR 33 IV, LLC, a Florida limited liability company, and SR 33 V, LLC, a Florida limited liability company (collectively the "Disappearing Entities") and EPIL SR 33 I, LLC, a Florida limited liability company (the "Surviving Entity"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of March 25, 2008, between the Surviving Entity and the Disappearing Entities, setting forth the plan of merger whereby the Disappearing Entities will merge with and into the Surviving Entity.

2. **Effective Time.** The merger of the Disappearing Entities with and into the Surviving Entity in accordance with the Plan of Merger is to become effective as of March 25, 2008.

3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by all of the members of the Surviving Entity by written consent effective March 25, 2008, and approved by all of the members of the Disappearing Entities effective March 25, 2008. The Plan of Merger has been approved in accordance with the applicable provisions of Chapter 608, Florida Statutes.

4. **Articles.** The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

[SIGNATURES ON NEXT PAGE]

FILED
08 MAR 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Dept. of State Electronic Filing
Facsimile Audit No. H080000759953

Florida Dept. of State Electronic Filing
Facsimile Audit No. HO 8000 0 7599 53

A.14(a)

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

SURVIVING ENTITY:

EPIL SR 33 I, LLC, a Florida limited liability company

By: W.P. Battaglia
W.P. Battaglia, President

DISAPPEARING ENTITIES:

EPIL SR 33 II, LLC, a Florida limited liability company

By: W.P. Battaglia
W.P. Battaglia, President

SR 33 III, LLC, a Florida limited liability company

By: Sharon Battaglia
Sharon Battaglia, President

SR 33 IV, LLC, a Florida limited liability company

By: R.E. Battaglia
R.E. Battaglia, President

SR 33 V, LLC, a Florida limited liability company

By: R.E. Battaglia
R.E. Battaglia, President

FILED
08 MAR 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Dept. of State Electronic Filing
Facsimile Audit No. H080000759953 A.14(a)

EXHIBIT A

PLAN OF MERGER

FILED

08 MAR 26 PM 2:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Dept. of State Electronic Filing
Facsimile Audit No. H080000759953 A.14(b)

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") dated effective as of March 25, 2008, is by and between EPIL SR 33 II, LLC, a Florida limited liability company, SR 33 III, LLC, a Florida limited liability company, SR 33 IV, LLC, a Florida limited liability company, and SR 33 V, LLC, a Florida limited liability company (collectively the "Disappearing Entities") and EPIL SR 33 I, LLC, a Florida limited liability company (the "Surviving Entity").

BACKGROUND

WHEREAS, the Members of the Disappearing Entities and the Members of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with Sections 608.438 through 608.4383, Florida Statutes, at the Effective Time (as defined below), the Disappearing Entities shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entities shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entities and the Surviving Entity are referred to collectively as (the "Constituent Entities").
2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Time").
3. The Articles of Organization of the Surviving Entity as in effect at the effective time of the merger shall be the Articles of Organization of the Surviving Entity after the Effective Time.
4. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.
5. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.
6. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 26 PM 2:31

FILED

Florida Dept. of State Electronic Filing
Facsimile Audit No. H080000759953

Florida Dept. of State Electronic Filing

Facsimile Audit No. H080000759953

A.14(b)

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

SURVIVING ENTITY:

EPIL SR 33 I, LLC, a Florida limited liability company

By: W.P. Battaglia
W.P. Battaglia, President

DISAPPEARING ENTITIES:

EPIL SR 33 II, LLC, a Florida limited liability company

By: W.P. Battaglia
W.P. Battaglia, President

SR 33 III, LLC, a Florida limited liability company

By: Sharon Battaglia
Sharon Battaglia, President

SR 33 IV, LLC, a Florida limited liability company

By: R.E. Battaglia
R.E. Battaglia, President

SR 33 V, LLC, a Florida limited liability company

By: R.E. Battaglia
R.E. Battaglia, President

FILED
08 MAR 26 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA