

L03000000893

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

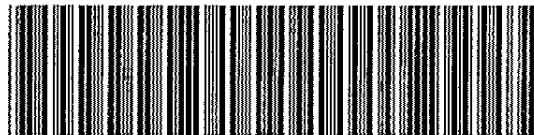
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EFFECTIVE DATE  
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24 DEC 23 PM 12:51 04 DEC 30 AM 10:20  
DEPT. OF REVENUE  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Signature]*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 29, 2004

DARLENE WARD  
CSC

SUBJECT: UNIVERSAL ENTERPRISES FLORIDA, LLC  
Ref. Number: L03000000893

EFFECTIVE DATE

12/31/04

04 DEC 30 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The Florida entity must reinstate before the merger can be processed.

The total amount due to reinstate is \$150.00.

Any reinstatement application received after January 1st must include the fees for next year's uniform business report. Please be sure to include an additional \$50.00 if your reinstatement is submitted after January 1st.

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) 245-6917.

Gretchen Harvey  
Document Specialist Supervisor

Letter Number: 004A00071929



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 110905 4809160  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ 50.00

EFFECTIVE DATE  
12/31/04  
FILED  
04 DEC 30 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 2004

ORDER TIME : 10:45 AM

ORDER NO. : 110905-005

CUSTOMER NO: 4809160

CUSTOMER: Ms. Caroline Lewis  
Robbins, Salomon & Patt  
Suite 1000  
25 East Washington Street  
Chicago, IL 60602

ARTICLES OF MERGER

\*\*\*\*\*FILE 1ST\*\*\*\*\*

UNIVERSAL ENTERPRISES  
FLORIDA, LLC

INTO

UNIVERSAL ENTERPRISES  
ILLINOIS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: \_\_\_\_\_

EFFECTIVE DATE  
12/31/04

FILED  
04 DEC 30 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. UNIVERSAL ENTERPRISES FLORIDA, LLC 3820 VENTURA BOULEVARD ARLINGTON HEIGHTS, ILLINOIS 60004	FLORIDA	LLC
Florida Document/Registration Number: L03000000893		FEI Number: 42-1568878
2. UNIVERSAL ENTERPRISES ILLINOIS, LLC 3820 VENTURA BOULEVARD ARLINGTON HEIGHTS, ILLINOIS 60004	ILLINOIS	LLC
Florida Document/Registration Number:		FEI Number: 42-1568877
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
UNIVERSAL ENTERPRISES ILLINOIS, LLC	ILLINOIS	LLC
1650 LAKE COOK ROAD		
DEERFIELD, ILLINOIS 60015		

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: 42-1568877

**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.

The date the Articles of Merger are filed with Florida Department of State

DECEMBER 31, 2004

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

**(Note: Please see instructions for required signatures.)**

Signature(s)

Typed or Printed Name of Individual



Misu Florida, LLC, its Member, by  
Mitchell E. Rubin, its Manager



Misu Illinois, LLC, its Member, by  
Mitchell E. Rubin, its Manager

(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

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:

<u>Name</u>	<u>Jurisdiction</u>
UNIVERSAL ENTERPRISES FLORIDA, LLC	FLORIDA
UNIVERSAL ENTERPRISES ILLINOIS, LLC	ILLINOIS

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

<u>Name</u>	<u>Jurisdiction</u>
UNIVERSAL ENTERPRISES ILLINOIS, LLC	ILLINOIS

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

The member of UNIVERSAL ENTERPRISES ILLINOIS, LLC and the member of UNIVERSAL ENTERPRISES FLORIDA, LLC by unanimous consent have consented and agreed to the merger of UNIVERSAL ENTERPRISES FLORIDA, LLC into UNIVERSAL ENTERPRISES ILLINOIS, LLC.

*(Attach additional sheet(s) if necessary)*

**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 membership interests in UNIVERSAL ENTERPRISES FLORIDA, LLC shall be cancelled and no new membership interests shall be issued by UNIVERSAL ENTERPRISES ILLINOIS, LLC.

- 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:

All rights to acquire interests, shares, obligations or other securities by UNIVERSAL ENTERPRISES FLORIDA, LLC shall be cancelled and no new rights to acquire shall be issued or granted by UNIVERSAL ENTERPRISES ILLINOIS, LLC

*(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

**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:

Manager of UNIVERSAL ENTERPRISES ILLINOIS, LLC:

MISU ILLINOIS, LLC  
1650 Lake Cook Road  
Deerfield, Illinois 60015

**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:

UNIVERSAL ENTERPRISES ILLINOIS, LLC is a limited liability company duly organized and existing under the laws of the State of Illinois having been organized on January 7, 2003 by the filing of its Articles of Organization with the Secretary of State of Illinois.

UNIVERSAL ENTERPRISES FLORIDA, LLC is a limited liability company duly organized and existing under the laws of the State of Florida having been organized on January 9, 2003 by the filing of its Articles of Organization with the Florida Department of State.

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

*(Attach additional sheet(s) if necessary)*