

L030000001000

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

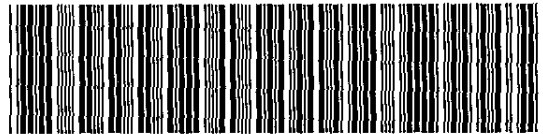
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03 DEC 23 PM 12:51
DATE
TALLAHASSEE, FLORIDA

FILED
04 DEC 30 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/04

[Handwritten signature]



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 110905 4809160

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 50.00

ORDER DATE : December 28, 2004

ORDER TIME : 10:47 AM

ORDER NO. : 110905-010

CUSTOMER NO: 4809160

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

EFFECTIVE DATE
12/31/04

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04 DEC 30 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

*****FILE 2*****

MISU FLORIDA, LLC

INTO

MISU ILLINOIS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

EFFECTIVE DATE
12/31/04

FILED
04 DEC 30 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 2004

DARLENE WARD
CSC

RESUBMIT
Please give original
submission date as file date.

SUBJECT: MISU FLORIDA, LLC
Ref. Number: L03000001000

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: 304A00071930

*The RE-instatement has been submitted.
Pls. file after that files.*

Thanks

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12/31/04

FILED
04 DEC 30 AM 10:46
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. MISU FLORIDA, LLC 3820 VENTURA BOULEVARD ARLINGTON HEIGHTS, ILLINOIS 60004	FLORIDA	LLC
Florida Document/Registration Number: L03000001000		FEI Number: 42-1568874
2. MISU ILLINOIS, LLC 3820 VENTURA BOULEVARD ARLINGTON HEIGHTS, ILLINOIS 60004	ILLINOIS	LLC
Florida Document/Registration Number:		FEI Number: 42-1568875
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>
MISU ILLINOIS, LLC	ILLINOIS	LLC
1650 LAKE COOK ROAD		
DEERFIELD, ILLINOIS 60015		

Florida Document/Registration Number: _____ FEI Number: 42-1568875

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

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

(Note: Please see instructions for required signatures.)

Signature(s)

Typed or Printed Name of Individual

[Handwritten signature]

MITCHELL E. RUBIN

me

MITCHELL E. RUBIN

(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>
MISU FLORIDA, LLC	FLORIDA
MISU ILLINOIS, LLC	ILLINOIS

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

<u>Name</u>	<u>Jurisdiction</u>
MISU ILLINOIS, LLC	ILLINOIS

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

The member of MISU ILLINOIS, LLC and the member of MISU FLORIDA, LLC by unanimous consent have consented and agreed to the merger of MISU FLORIDA, LLC into MISU 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 MISU FLORIDA, LLC shall be cancelled and no new membership interests shall be issued by MISU 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 MISU FLORIDA, LLC shall be cancelled and no new rights to acquire shall be issued or granted by MISU 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 MISU ILLINOIS, LLC:

Mitchell E. Rubin
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:

MISU 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.

MISU 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)