

L03000004403

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

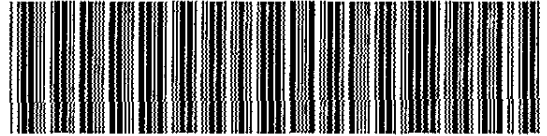
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700011175257

Wait 2/14/03

ARTICLES OF MERGER
Merger Sheet

MERGING:

COLONY GROUP INVESTMENTS, INC., A FLORIDA CORP. (L58261)

into

COLONY GROUP INVESTMENTS, LLC, a Florida limited liability company
L03000004403

File date: February 7, 2003

Corporate Specialist: Brenda Tadlock

Account number: 072100000032

Amount charged: 60.00



ACCOUNT NO. : 072100000032

REFERENCE : 923578 4336650

AUTHORIZATION

Patricia P.

COST LIMIT : \$ 60.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB - 7 AM 11:13

ORDER DATE : February 7, 2003

ORDER TIME : 2:31 PM

ORDER NO. : 923578-005

CUSTOMER NO: 4336650

CUSTOMER: Ms. Bea Russell
Baker & McKenzie
Floor 19th
1200 Brickell Avenue
Miami, FL 33131

ARTICLES OF MERGER

COLONY GROUP INVESTMENTS, INC.

INTO

COLONY GROUP INVESTMENTS, LLC

*Submitted
2/7/03*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

Examiner
CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

Under
Verity
Acknowledgment
H. P. Verity

*meal
DO ANG.*

FF \$60



CSC - TALLAHASSEE
1201 Hays Street
Tallahassee FL 32301

800-342-8086
850-521-1010

DATE: February 11, 2003

TO: Brenda Tadlock/FL Dept of State

FROM: Kelly Courtney/njh

Re: COLONY GROUP INVESTMENTS, LLC
Client Ref#: 50060475.000001
Our Order#: 923578-005

Brenda,

Thank you for your assistance in getting a file date of
February 7, 2003 on the attached documents.

RECEIVED
03 FEB 11 PM 4:06
DIVISION OF INVESTMENTS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 12, 2003

CSC
ATTN: NORMA HULL
TALLAHASSEE, FL

SUBJECT: COLONY GROUP INVESTMENTS, LLC
Ref. Number: L03000004403

RESUBMIT

Please give original
submission date as file date.

→ 2/7/03

We have received your document for COLONY GROUP INVESTMENTS, LLC and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

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) 245-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 503A00009460

RECEIVED
FEB 13 PM 4:23
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

OF

Colony Group Investments, Inc.
a Florida corporation

L58261

AND

Colony Group Investments, LLC,
a Florida limited liability company

L03-4403

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB -7 PM 11:13

Pursuant to section 607.1109 of the Florida Business Corporation Act (the "FBCA") and section 608.4382 of the Florida Limited Liability Company Act (the "Act"), **Colony Group Investments, Inc.**, a Florida Corporation (the "Merging Corporation"), and **Colony Group Investments, LLC**, a Florida limited liability company (the "Surviving Company") adopted on the 6th day of February, 2003, the following Articles of Merger for the purpose of effecting a merger in accordance with provisions of the FBCA and the Act, and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Merging Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Colony Group Investments, Inc. P. O. Box 551600 Ft. Lauderdale, FL 33324	Florida	Corporation

Florida Document/
Registration Number: L58261

SECOND: That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Colony Group Investments, LLC P. O. Box 551600 Ft. Lauderdale, FL 33324	Florida	Limited Liability Company

Florida Document/
Registration Number: L03000004403

THIRD: The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1108 of the FBCA and Section 608.438 of the Act, providing for the merger of the Merging Corporation with and into the Surviving Company, was approved by each domestic entity in accordance with the Chapter 607 of the FBCA and Chapter 608 of the Act.

FOURTH: Pursuant to Sections 607.1103 and 608.4381, the Plan of Merger was adopted by the Joint Resolutions of the Shareholders and the Directors of the Merging Corporation and the Members and the Board of Managers of the Surviving Company on February 6, 2002.

FIFTH: The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

SIXTH: The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 6th day of February, 2002

COLONY GROUP INVESTMENTS, INC.

By: Suzette Steward
Suzette Steward, President

COLONY GROUP INVESTMENTS, LLC

By: Suzette Steward
Suzette Steward, Manager

PLAN AND AGREEMENT OF MERGER

03 FEB -7
FLA. SEC. OF STATE
DIVISION OF CORPORATIONS

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between **Colony Group Investments, Inc.**, a Florida corporation (the "Merging Corporation"), and **Colony Group Investments, LLC**, a Florida limited liability company (the "Company"), for the purpose of merging the Merging Company with and into the Company (the "Merger") in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, Merging Corporation and the Company hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA"), by Section 608.438 of the Florida Limited Liability Company Act (the "Act"), and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Corporation shall be merged with and into Company, Company shall be the surviving company of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA and the Act (the "Effective Date"). The Merger was approved by the Company in accordance with Chapter 608, Florida Statutes, and was approved by Merging Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of Merging Corporation and all members of Company have consented to the Merger.

2. Governing Documents.

a. The Articles of Organization of the Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Articles of Organization of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

b. The Limited Liability Company Operating Agreement of the Company as in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Company without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Managers. The persons who are officers and managers of the Company immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Company.

4. Name. The name of the Surviving Company shall be **Colony Group Investments, LLC**.

5. Addresses. The address of Merging Corporation is P.O. Box 551600, Ft. Lauderdale, FL 33324. The address of the Company is and shall be maintained at P. O. Box 551600, Ft. Lauderdale, FL 33324.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall be 1201 Hays Street, Tallahassee, FL 32301 and the name of the Registered Agent of the Company at such office shall be **The Corporation Service Company**. The Registered Agent shall keep and maintain at such address the records of the Company required to be kept and maintained at such address by the Act.

7. Succession. At the Effective Date, the separate corporate existence of Merging Corporation shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Merging Corporation, and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Company.

8. Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All of the issued and outstanding shares of Common Stock of Merging Corporation outstanding immediately prior to the Effective Date shall be converted into 1,000 (one thousand) Units of the Surviving Company. No other shares of stock of Merging Corporation are outstanding at the time of the Merger.

(b) The total number of Units the Company is authorized to issue is 1,000, of which 1,000 shall be issued and outstanding.

(c) Pursuant to Sections 607.1301 through 607.1320 of the FBCA and Section 608.4384 of the Act, there are no dissenting shareholders of Merging Corporation or dissenting members of Surviving Company because all of the shareholders of Merging Corporation and all of the members of Surviving Company have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Managers of Company. The Company is managed by a Board of Managers. The name and address of each manager of the Board of Managers of the Company is as follows:

Suzette Steward
9120 D SW 19th Ct.
Ft. Lauderdale, FL 33324

11. Further Assurances. If at any time Surviving Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Company the title to any property or rights of Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Corporation, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect

or confirm title to such property or rights in Surviving Company and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval of the Shareholders and the Board of Directors and of the Members and the Board of Managers. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and by the Board of Directors of Merging Corporation and by all of the members and by the Board of Managers of Surviving Company.

14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Company.

15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

17. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on February 6,
2003

Colony Group Investments, Inc., a Florida corporation

By: Suzette Steward
Suzette Steward, President

Colony Group Investments, LLC, a Florida limited liability company

By: Suzette Steward

Suzette Steward, Manager