

LO3000010772

(Requestor's Name)

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(City/State/Zip/Phone #)

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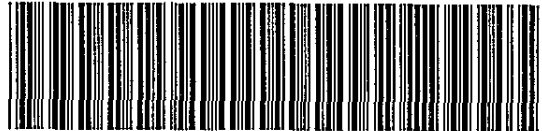
(Business Entity Name)

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TALLAHASSEE, FLORIDA

J. BRYAN MAY 13 2003

**AUGUST & KULUNAS, P.A.**

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(1927-2000)

GUY B. MAXFIELD\*  
OF COUNSEL

\*ADMITTED IN NEW YORK ONLY

April 23, 2003

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger

Dear Sir/Madam:

Enclosed please find a check in the amount of \$50.00 (\$25.00 for each LLC) for the filing fee for Articles of Merger and the Articles of Merger for Ocepek LLC a Florida Limited Liability Company and Ocepek LLC a Nevada Limited Liability Company. The Surviving Company will be Ocepek LLC a Florida LLC.

Please call me with any question or comments.

Best Regards,



Harry P. Teichman

HPT/cbr  
Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 29, 2003

AUGUST & KULUNAS, P.A.  
ONE CLEARLAKE CENTRE  
250 AUSTRALIAN AVE. SOUTH, SUITE 1100  
WEST PALM BEACH, FL 33401

SUBJECT: OCEPEK, LLC  
Ref. Number: L03000010772

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TALLAHASSEE, FLORIDA

We have received your document for OCEPEK, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must provide the name(s) and address(es) of the managers or managing members of the surviving limited liability company.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 503A00026032

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TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

The Members of Ocepek, LLC a Florida limited liability company with principal offices at 1925 N. Flagler Drive, West Palm Beach, FL 33407 and Ocepek, LLC, a Nevada limited liability company, with offices at PO Box 50401, Henderson NV 89016 (hereinafter the "Merging Entities") hereby files these Articles of Merger pursuant to the Florida Limited Liability Company Act §608.438 and state:

1. The Plan. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit "A".
2. Approval of the Plan. The Plan was approved by all of the Members of the Merging Entities in accordance Ch. 608, F.S. as applicable and the laws of the State of Nevada on or before March 31, 2003.
2. Effective Date. The merger shall be effective upon filing.
3. Surviving Entity Information and Required Statements.
  - A. The name of the Surviving Entity shall be: Ocepek, LLC a Florida limited liability company **LO3-10772**
  - B. The address of the principal office of the Surviving Entity shall be : 1925 N. Flagler Drive  
W. Palm Beach, FL 33407
  - C. This merger is permitted both under the laws of the state of Florida and the state of Nevada as well as the articles of organization of both Merging Entities.

Subscribed to this \_\_\_\_ day of March, 2003

Ocepek, LLC, a Florida limited liability company

By: Mark T. Ocepak  
Mark Ocepak, Member

By: Anthony S. Ocepak  
Anthony Ocepak, Member

Ocepek, LLC, a Nevada limited liability company

By: Mark T. Ocepak  
Mark Ocepak, Member

By: Anthony S. Ocepak  
Anthony Ocepak, Member

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER AND REORGANIZATION (this "Agreement") shall be effective as of the Effective Time as defined herein, by and between Ocepek, LLC a Florida limited liability company ("Ocepek-Florida " or after the Effective Time (as defined in Article IV hereof), the "Surviving Company")), and, Ocepek, LLC, a Nevada limited liability company ("Ocepek-Nevada").

WHEREAS, Ocepek-Florida is a limited liability company duly formed and validly existing under the laws of the State of Florida;

WHEREAS, Ocepek-Nevada is a limited liability company duly organized and validly existing under the laws of the State of Nevada;

WHEREAS, each of the Florida Limited Liability Company Act (the "FLLCA") and the Nevada Limited Liability Company Act (the "NLLCA") permits a limited liability company organized and existing under the NLLCA to merge with and into a limited liability company organized and existing under the FLLCA;

WHEREAS, the Members of Ocepek-Nevada and the Members of Ocepek-Florida have duly authorized the merger of Ocepek-Nevada with and into Ocepek-Florida pursuant to the terms of this Agreement; and

WHEREAS, all other conditions precedent to the merger of Ocepek-Nevada with and into Ocepek-Florida have been, or, prior to the Effective Time, will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are

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hereby acknowledged, it is agreed that, in accordance with the applicable statutes of the State of Nevada and the State of Florida, Ocepek-Nevada shall be, and hereby is, at the Effective Time, merged with and into Ocepek-Florida (the "Merger"), with Ocepek-Florida to be the Surviving Liability company. The mode of carrying the Merger into effect shall be as follows:

#### ARTICLE I MERGER

Prior to the Effective Time, Ocepek-Florida and Ocepek-Nevada shall take all such additional action as shall be necessary or appropriate in order to effectuate the Merger.

At the Effective Time, Ocepek-Nevada shall be merged with and into Ocepek-Florida, the separate existence of Ocepek-Nevada shall cease, Ocepek-Florida shall continue in existence, and the Merger shall in all respects have the effects provided for in the NLLCA and the FLLCA.

If at any time after the Effective Time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers, directors or other agents of Ocepek-Nevada shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all such additional things, as are necessary or proper to carry out the provisions hereof.

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ARTICLE II  
TERMS OF THE TRANSACTION

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TALLAHASSEE, FLORIDA

At the Effective Time, (i) each one percent limited liability company interest or portion thereof in Ocepek-Nevada existing and held immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be converted into an identical percentage limited liability company interest in Ocepek-Florida. The Ocepek-Florida limited liability company interests, shall have the identical designations, preferences, limitations and relative rights as the Ocepek-Nevada limited liability company interests in effect prior to the Effective Time.

ARTICLE III  
ARTICLES OF ORGANIZATION

From and after the Effective Time, and until thereafter amended as provided by law, the Articles of Organization of Ocepek-Nevada as in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Entity. From and after the Effective Time, and until thereafter amended as provided by law, the Articles of Organization of Ocepek-Nevada, as amended and as in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Entity.

ARTICLE IV  
EFFECTIVE TIME

The "Effective Time" shall be the later to occur of (i) the Filing of Articles of Merger in accordance with NRS Ch. 92A and (ii) the filing in the office of the Department of State of the State of Florida of Articles of Merger in accordance with Section 608.438 of the FLLCA

ARTICLE V  
TERMINATION

At any time prior to the Effective Time, the Members of either Ocepek-Florida or Ocepek-Nevada may terminate or abandon this Agreement.

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ARTICLE VI  
AMENDMENTS

Subject to the applicable provisions of the NLLCA and the FLLCA, at any time prior to the Effective Time, the parties hereto may amend, modify or supplement this Agreement in such manner as they jointly may determine.

ARTICLE VII  
GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the laws of the states of Florida and Nevada, as applicable.

ARTICLE VIII  
COUNTERPARTS

This agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

ARTICLE IX  
MEMBERS

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The Managing Members of OCEPEK, LLC, a Florida limited liability company are:

Mark Ocepek, Member  
1925 N. Flagler Drive  
West Palm Beach, Florida 33407

Anthony Ocepek, Member  
1925 N. Flagler Drive  
West Palm Beach, Florida 33407

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement effective  
the \_\_\_\_ day of March, 2003.

Ocepek, LLC, a Florida limited liability  
company

By: Mark T. Ocepek  
Mark Ocepek, Member

By: Anthony J. Ocepek  
Anthony Ocepek, Member

Ocepek, LLC, a Nevada limited liability  
company

By: Mark T. Ocepek  
Mark Ocepek, Member

By: Anthony J. Ocepek  
Anthony Ocepek, Member

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