

L03000011314

(Requestor's Name)

VERNE PACKER
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IMAGE WEAR EXPO
500 64TH ST S
SAINT PETERSBURG FL 33707

(Address)

(City/State/Zip/Phone #)

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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. Packer-Thompson Management Group, LLC 3232 Cobb Parkway Atlanta, GA 30339	Fulton County, GA	LLC
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>58-2434133</u>
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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(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>
Packer Thompson Management Group, LLC	Pinellas County, FL	LLC
500 64th Street South		
St. Petersburg, FL 33707		

Florida Document/Registration Number: L03000011314 FEI Number: 58-2434133

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.

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(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>
Packer-Thompson Management Group, LLC 3232 Cobb Parkway Atlanta, GA 30339	Fulton County, Georgia

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

<u>Name</u>	<u>Jurisdiction</u>
Packer Thompson Management Group, LLC 500 64th Street South St. Petersburg, FL 33707	Pinellas County, Florida

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

Packer-Thompson Management Group, LLC, a foreign company from the state of Georgia, will merge into Packer Thompson Management Group, LLC that is currently operating in the state of Florida. All interest in the two companies are currently owned by one shareholder, Verne Packer. The merger is taking place to preserve the history of the Packer-Thompson Management Group, LLC.

(Attach additional sheet(s) if necessary)

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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:

Verne Packer owns all shares of Packer-Thompson Management Group, LLC (Georgia corporation) and Packer Thompson Management Group, LLC (Florida corporation). All shares of Packer-Thompson Management Group, LLC (Georgia corporation) will be converted into shares of Packer Thompson Management Group, LLC (Florida corporation) and be conveyed to Verne Packer once this Cross Entity Merger document is filed with the State of Florida Department of Corporations.

- 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 interest, shares, obligations or other securities of Packer-Thompson Management Group, LLC (Georgia corporation) shall be automatically transferred into shares of Packer Thompson Management Group, LLC (Florida corporation) upon filing this document. Packer Thompson Management Group, LLC (Florida corporations) shall receive all rights to the interests, shares, obligations or other securities of Packer-Thompson Management Group, LLC (Georgia corporation).

(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)

If General Partner is a Non-Individual,

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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:

Verne Packer

5950 Pelican Bay Plaza, Unit P2A
Gulfport, FL 33707

PH2A

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:

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

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(Attach additional sheet(s) if necessary)