

L03000012862

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 109401 7459598

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 80.00

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04 DEC 28 AM 8:07
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 2004

ORDER TIME : 11:08 AM

ORDER NO. : 109401-005

CUSTOMER NO: 7459598

CUSTOMER: Brian A. Hart, Esq.
The Hart Law Firm
Suite 303
2333 Pnce De Leon Blvd.
Coral Gables, FL 33134

ARTICLES OF MERGER

RESERVE POINTE, LLC

INTO

GFB PROPERTIES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
BY AND BETWEEN
RESERVE POINTE, LLC
A FLORIDA LIMITED LIABILITY COMPANY,
AND
GFB PROPERTIES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

L04000053088

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, entity type, Florida Document Number and FEIN for each merging party are as follows:

Reserve Pointe, LLC
Address: 2336 S. East Ocean Boulevard, #366, Stuart, FL 34996
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L04000053088
FEIN: None

GFB Properties, LLC
Address: 2336 S. East Ocean Boulevard, #366, Stuart, FL 34996
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L03000012862
FEIN: 582667357

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TALLAHASSEE

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

GFB Properties, LLC
Address: 2336 S. East Ocean Boulevard, #366, Stuart, FL 34996
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L03000012862
FEIN: 582667357


THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

Dated: December 23rd, 2004.

RESERVE POINTE, LLC

By:



Gerald F. Blake, Sole Member/Manager
2336 S. East Ocean Boulevard, #366
Stuart, FL 34996

GFB PROPERTIES, LLC

By:



Gerald F. Blake, Sole Member/Manager
2336 S. East Ocean Boulevard, #366
Stuart, FL 34996

**PLAN OF MERGER
OF
RESERVE POINTE, LLC
A FLORIDA LIMITED LIABILITY COMPANY,
INTO
GFB PROPERTIES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

FIRST: The name and state of incorporation of each of the constituent companies (the "Constituent Entities") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION
Reserve Pointe, LLC 2336 S. East Ocean Boulevard, #366 Stuart, FL 34996	Florida
GFB Properties, LLC 2336 S. East Ocean Boulevard, #366 Stuart, FL 34996	Florida

SECOND: The surviving entity of the Merger is GFB Properties, LLC, a Florida limited liability company (the "Surviving Entity").

THIRD: The merger shall be effective as of the filing of the Articles of Merger with the Florida Department of State (the "Effective Time").

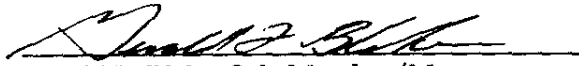
FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Entities is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, the Surviving Entity shall continue its existence as a Florida limited liability company and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Entities; (ii) all debts due to either of the Constituent Entities, on whatever account, all causes in action and all other things belonging to either of the Constituent Entities shall be taken and deemed to be transferred to and shall be vested in the Surviving Entity by virtue of the Merger without further act or

GFB PROPERTIES, LLC

By:



Gerald F. Blake, Sole Member/Manager
2336 S. East Ocean Boulevard, #366
Stuart, FL 34996