

L03000013636

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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

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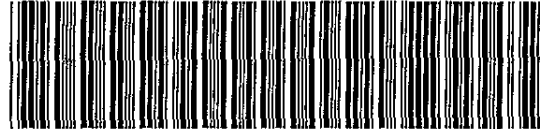
Special Instructions to Filing Officer:

5/5

merger

103-13636

Office Use Only



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MJH

04/23/03--01076--002 **25.00

05/05/03--01014--008 **25.00

FILED

03 MAY -5 PM 4:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Alan D. Henderson

Frank R. Keasler Jr.

April 22, 2003

Robert H. Sturgess

Douglas R. Maxwell

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED
NUMBER: 70020460000145940730

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Light Bulb, LLC

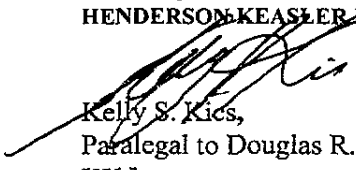
Dear Madam/Sir:

Enclosed for filing are the Articles of Merger regarding the above referenced limited liability corporation. In this regard, please accept our firm's check in the amount of \$25.00 for filing fees.

Please acknowledge receipt of this document by date stamping the enclosed copy of this letter and returning same to us in the envelope provided for your convenience.

If you have any questions in this regard contact our firm.

Sincerely,
HENDERSON KEASLER LAW FIRM



Kelly S. Kics,
Paralegal to Douglas R. Maxwell, Esq.
KK/k
Enclosures
cc: Light Bulb, LLC

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 24, 2003

KELLY S. KIES
HENDERSON KEASLER
4309 PABLO OAKS COURT, SUITE FIVE
JACKSONVILLE, FL 32224

SUBJECT: LIGHT BULB, LLC
Ref. Number: L03000013636

We have received your document for LIGHT BULB, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger fee is \$25.00 for each LLC, the fee for this merger is \$50.00, also, the Plan of Merger must include the names and addresses of the Managers or Managing Members of the surviving LLC.

There is a balance due of \$25.00.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 503A00024932

EXECUTION COPY

ARTICLES OF MERGER

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, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Light Bulb, LLC 1835 US 1 South 119 PMB 355 St. Augustine, FL 32084	Florida	Limited Liability Company

Florida Document/Registration No: L03000013636

FEI Number: Same as #2 below upon effective date of the merger

2. Light Bulb, LLC 807 Westover Drive High Point, NC 27265	North Carolina	Limited Liability Company
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Florida Document/Registration No: N/A

FEI Number: 56-2250472

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>
Light Bulb, LLC 1835 US 1 South 119 PMB 355 St. Augustine, FL 32084	Florida	Limited Liability Company

Florida Document/Registration No: L03000013636

FEI Number: 56-2250472

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

03 MAY -5 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FOURTH: The attached Plan of Merger was also approved by the other business entity that is party to the merger in accordance with the laws of North Carolina, the state under whose laws such other business entity was formed.

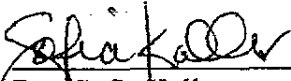
FIFTH: The merger is permitted under the laws of Florida and North Carolina and is not prohibited by the regulations or articles of organization of either limited liability company that is a party to the merger.

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

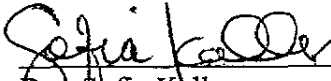
SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: SIGNATURES FOR EACH PARTY:

**LIGHT BULB, LLC, a Florida
limited liability company**


By: Sofia Kaller
Member

**LIGHT BULB, LLC, a North Carolina
limited liability company**


By: Sofia Kaller
Member

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PLAN OF MERGER

The following Plan of Merger is adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes and Section 57C-9A-21, North Carolina General Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Light Bulb, LLC	a Florida limited liability company
Light Bulb, LLC	a North Carolina limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>
Light Bulb, LLC	a Florida limited liability company

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

Upon the effective date of the merger, Light Bulb, LLC, a North Carolina limited liability company ("Merged Company"), shall be merged into Light Bulb, LLC, a Florida limited liability company ("Surviving Company"), and: (i) the separate existence of the Merged Company will cease; (ii) title to all property of the Merged Company will vest in the Surviving Company; (iii) the Surviving Company will have all liabilities of the Merged Company; (iv) any proceeding pending by or against the Merged Company may be continued as if the merger did not occur, or the Surviving Company may be substituted in such proceeding; (v) the Surviving Company's Articles of Organization and Operating Agreement shall not be amended or modified; and (vi) the membership interests in the Merged Company (being identical to the membership interests in the Surviving Company and there being no dissenters) shall be converted into the identical proportion of membership interests in the Surviving Company.

FOURTH: The names and addresses of the managers of the Surviving Company are as follows:

Jeff Kaller	Sofia Kaller
1835 US 1 South 119	1835 US1 South 119
PMB 355	PMB 355
St. Augustine, FL 32084	St. Augustine, FL 32084

FIFTH: All statements that are required by the laws of the State of North Carolina, under which the Merged Company is organized, are as follows:

(1) The Surviving Company agrees that it may be served with process in North Carolina in any proceeding for enforcement of (a) any obligation of the Merged Company, and (b) any obligation of the Surviving Company arising from the merger; and

(2) The Surviving Company agrees that it has appointed the Secretary of State of North Carolina as its registered agent for service of process in any such proceeding. Service on the Secretary of State of North Carolina of any such process shall be made by delivering to and leaving with the Secretary of State, or with any clerk authorized by the Secretary of State to accept service of process, duplicate copies of such process and the fee required by North Carolina General Statutes §57C-1-22(b). Upon such receipt of process on behalf of the Surviving Company, the Secretary of State shall immediately mail a copy of the process by registered or certified mail, return receipt requested, to the Surviving Company. Since the Surviving Company will not be authorized to transact business or conduct affairs in North Carolina, the address for mailing shall be the mailing address designated pursuant to North Carolina General Statutes §57C-9A-22(a)(3).

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