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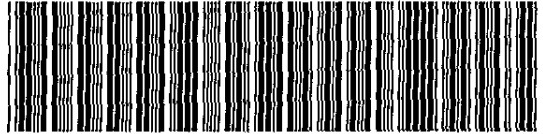
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Rio Pood LLC

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- ___ Art of Inc. File
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- ___ L.C. File
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- ___ Trade/Service Mark
- ☒ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
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- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
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- ___ UCC 11 Search
- ___ UCC 11 Retrieval
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**ARTICLES OF MERGER
OF
RIO POCO, LTD.
(a Delaware corporation)
into
RIO POCO LIMITED LIABILITY COMPANY
(a Florida limited liability company)**

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03 OCT -3 AM 9:52
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

The undersigned, **Garrett M. Bender**, as President of, and on behalf of, **RIO POCO, LTD.**, a Delaware corporation (the "Corporation"), and as President of, and on behalf of, **RIO POCO LIMITED LIABILITY COMPANY**, a Florida limited liability company (the "LLC"), does hereby certify:

1. The following plan of merger was adopted by the shareholders of the Corporation and the members of the LLC:

a. The name of the corporation to be merged is **RIO POCO, LTD.**, a Delaware corporation. The name of the surviving limited liability company is **RIO POCO LIMITED LIABILITY COMPANY**, a Florida limited liability company.

b. The terms and conditions of the proposed merger are as follows:

(1) The articles of organization of the LLC shall be the articles of organization of the surviving limited liability company.

(2) The surviving limited liability company shall continue to be managed by its managers.

(3) The Operating Agreement on the effective date of the merger shall continue to be the Operating Agreement of the surviving limited liability company.

(4) The effect of the merger shall be the effect described in Section 608.4383 of the Florida Limited Liability Company Act.

c. The manner and basis of converting the shares of the Corporation into limited liability company interests of the LLC is as follows: the shareholders of the Corporation shall, upon the merger becoming effective, hold the same proportionate interest in the LLC as they did in the Corporation.

2. The merger of the Corporation into the LLC was authorized by the unanimous written consent of the shareholders of the Corporation on September 30, 2003 and by the unanimous written consent of the members of the LLC on September 30, 2003.

IN WITNESS WHEREOF, the undersigned hereby sign these Articles of Merger and affirm the statements made herein as true under the penalties of perjury this 30th day of September, 2003.

RIO POCO, LTD., a Delaware corporation

By: 

Garrett M. Bender, President

**RIO POCO LIMITED LIABILITY COMPANY,
a Florida limited liability company**

By: 

Garrett M. Bender, President

**PLAN OF MERGER
OF
RIO POCO LTD.
(a Delaware corporation)
into
RIO POCO LIMITED LIABILITY COMPANY
(a Florida Limited Liability company)**

This Plan of Merger has been adopted by the directors and the shareholders of Rio POCO Ltd., a Delaware corporation, and by the members of Rio POCO Limited Liability Company, a Florida limited liability company, pursuant to the laws of the State of Delaware and Sections 608.438 and 608.4381 of the Florida Limited Liability Company Act:

1. The name of the corporation to be merged is Rio POCO Ltd., a Delaware corporation (the "Corporation"). The name of the surviving limited liability company is Rio POCO Limited Liability Company, a Florida limited liability company (the "Company").
2. The terms and conditions of the proposed merger are as follows:
 - a. The articles of organization of the Company shall be the articles of organization of the surviving limited liability company.
 - b. The surviving limited liability company is managed by ^{managing members} ~~managers~~ and shall continue to be managed by said ^{managing members} ~~managers~~. The managers are as set forth on Schedule 1 attached hereto. [^]
 - c. The operating agreement of the Company on the effective date of the merger shall continue to be the operating agreement of the surviving limited liability company.
 - d. The effect of the merger shall be the effect described by the laws of the State of Delaware and Section 608.4383 of the Florida Limited Liability Company Act.
 - e. The manner and basis of converting the shares of the Corporation in to limited liability company interests of the Company is as follows: without the surrender of share certificates or any other action, each common share of the Corporation issued and outstanding immediately prior to the merger becoming effective shall, upon the merger becoming effective, automatically be canceled, and there shall not be any effect on the limited liability company interests of the Company.

IN WITNESS WHEREOF, the undersigned hereby sign this Plan of Merger and affirm the statements made herein as true under the penalties of perjury this 30th day of September, 2003.

Rio Poco Ltd., a Delaware corporation

By: 

Garrett M. Bender, Director and Shareholder

By: 

Teri J. Gevinson, Director and Shareholder

By: _____

Yasmine Reger Raia, Director and Shareholder

**Rio Poco Limited Liability Company, a Florida
limited liability company**

By: 

Garrett M. Bender, Member

By: _____

Teri J. Gevinson, Member

By: _____

Yasmine Reger Raia, Member

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SCHEDULE 1

The managing members of Rio POCO Ltd. are:

Garrett Bender
876 Oleander Drive
Boca Raton, FL 33486

Teri Gevinson
20283 State Road 7, Suite 300
Boca Raton, FL 33498

Yasmine Reger Raia
20283 State Road 7, Suite 300
Boca Raton, FL 33498