

L03000028183

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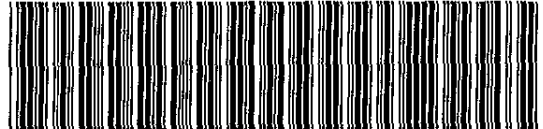
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN MAY 26 2005

**HOOPER, HATHAWAY, PRICE, BEUCHE & WALLACE**

**ATTORNEYS AT LAW**

AUDREY PRICE DIMARZO

126 SOUTH MAIN STREET  
ANN ARBOR, MICHIGAN 48104-1945  
(734) 662-4426

JOSEPH C. HOOPER  
1899-1980

JOHN R. HATHAWAY  
1929-2001

FAX (734) 662-9559

May 9, 2005

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

Re: *Articles of Merger*

Dear Sir/Madam:

Enclosed for filing please find Articles of Merger for the merger of GSP-Naples, L.L.C. with and into Real Seafood Company of Naples, L.L.C., each a Florida limited liability company.

Please send to me at the address above a certified copy of the Articles of Merger.

Also enclosed please find a check payable to "Florida Department of State" in the amount of \$80.00 representing the \$50.00 filing fee and \$30.00 fee for the certified copy.

Please verify your receipt of the enclosed Articles of Merger by date-stamping the enclosed copy of this letter and returning it to me in the enclosed, pre-addressed, stamped envelope.

If you have any questions or need more information, please do not hesitate to contact me at 734-662-4426 or [adimarzo@hooperhathaway.com](mailto:adimarzo@hooperhathaway.com).

Very truly yours,

HOOPER, HATHAWAY, PRICE,  
BEUCHE & WALLACE



Audrey Price DiMarzo

Enclosures

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4383, 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. GSP-Naples, L.L.C. 21775 Sound Way Unit 102 Estero, FL 33928	Florida	limited liability company
Florida Document/Registration Number: L02000033153		FEI Number: 36-4518239
2. Real Seafood Company of Naples, L.L.C. 21775 Sound Way Unit 102 Estero, FL 33928	Florida	limited liability company
Florida Document/Registration Number: L03000028183		FEI Number: 20-0129872
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

*(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:

**Name and Street Address**

Real Seafood Company of Naples, L.L.C.

21775 Sound Way

Unit 102

Estero, FL 33928

**Jurisdiction**

Florida

**Entity Type**

limited liability company

Florida Document/Registration Number: L03000028183

FEI Number: 20-0129872

**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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**OR**

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

**(Note: Please see instructions for required signatures.)**

Signature(s)

much better

Mitchell, Ben

*(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>
GSP-Naples, L.L.C.	Florida
Real Seafood Company of Naples, L.L.C.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Real Seafood Company of Naples, L.L.C.	Florida

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

On the effective date of the merger, the separate existence of GSP-Naples L.L.C. ("GSP") shall cease, and Real Seafood Company of Naples, L.L.C. ("RSC") shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of GSP, without the necessity for any separate transfer. RSC shall thereafter be responsible and liable for all liabilities and obligations of GSP, and neither the rights of creditors nor any liens on the property of GSP shall be impaired by the merger.

*(Attach additional sheet(s) if necessary)*

**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:

Immediately prior to the merger, the members of RSC are identical to the members of GSP and each member's ownership percentage in RSC is identical to such member's ownership percentage in GSP. In the merger each interest of GSP shall be cancelled but each interest of RSC shall continue to remain outstanding. After the effective date of the merger, the members of RSC shall retain the ownership percentages of such interests that were in effect immediately prior to the effective date of the merger.

- 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:

Not applicable.

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*(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,

Florida Document/Registration Number

**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:

Mainstreet Ventures, Inc. — Manager  
605 South Main Street  
Suite 2  
Ann Arbor, Michigan 48104

**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)*