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(Business Entity Name)

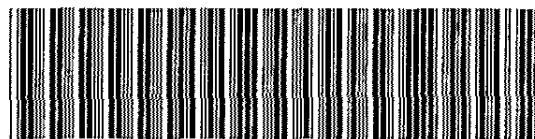
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**V. J. Alvarez & Associates, P.A.**  
Attorneys and Counselors At Law

December 21, 2004

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vjalvarezpa@mindspring.com

**VIA FEDERAL EXPRESS**  
**Airbill # 841257401563**

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

Re: Merger of Brooks Rental Management, Inc. into  
Brooks Real Estate, Inc.

Merger of Brooks Real Estate, Inc.  
into The Sutter Group, L.L.C.

Dear Secretary of State:

Enclosed are the following for filing in the order indicated:

1. Articles of Merger for merger of Brooks Rental Management, Inc. into Brooks Real Estate, Inc. (original and a copy).
2. Articles of Merger for merger of Brooks Real Estate, Inc. into The Sutter Group, L.L.C. (original and a copy).

Also enclosed is check number 4774 in the amount of \$157.50, representing your filing fee and certified copy fee for the Articles of Merger of Brooks Rental Management, Inc. into Brooks Real Estate, Inc. of \$78.75 (\$35.00 per party and \$8.75 for certified copy) and your filing fee and certified copy fee for the Articles of Merger of Brooks Real Estate, Inc. and The Sutter Group, L.L.C. of \$78.75 (\$35.00 per party and \$8.75 for certified copy).

Please certify the enclosed copies of the Articles of Merger and return the same to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

If you have any questions, please feel free to call.

Very truly yours,

Victoria J. Alvarez

VJA:dm

Enclosures

cc: Heather M. Sutter, President (w/ enc)  
Charles L. Stuart, C.P.A. (w/ enc)

**V. J. Alvarez & Associates, P.A.**  
Attorneys and Counselors At Law

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vjalvarezpa@mindspring.com

January 3, 2005

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

Re: Merger of Brooks Real Estate, Inc.  
into The Sutter Group, L.L.C.

Dear Secretary of State:

Pursuant to your letter of December 30, 2004 (copy enclosed), enclosed is the **original** Articles of Merger for the merger of Brooks Real Estate, Inc. into The Sutter Group, L.L.C.

Also enclosed is check number 4802 in the amount of \$11.25, representing the additional filing and certified copy fee for the Articles of Merger of Brooks Real Estate, Inc. and The Sutter Group, L.L.C.. All other pertinent fees were sent under cover letter dated December 21, 2004.

Please certify the enclosed copy of the Articles of Merger and return the same to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

If you have any questions, please feel free to call.

Very truly yours,  
Victoria J. Alvarez

VJA:dm  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

December 30, 2004

VICTORIA J. ALVAREZ  
V.J. ALVAREZ & ASSOCIATES, P.A.  
P.O. BOX 10858  
TAMPA, FL 33679-0858

SUBJECT: THE SUTTER GROUP, L.L.C.  
Ref. Number: L03000029411

We have received your document for THE SUTTER GROUP, L.L.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

The Filing fee to file this merger and obtain a certified copy is \$90.00. So therefore, we will need an additional \$11.25.

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) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 804A00072019

**ARTICLES OF MERGER**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Florida Statutes, Sections 607.1109 and 608.4382.

**First:** The name and jurisdiction of the surviving business entity are **THE SUTTER GROUP,**  
**L.L.C.**, a Florida limited liability company.

**Second:** The name and jurisdiction of each merging corporation are **BROOKS REAL**  
**ESTATE, INC.**, a Florida corporation.

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

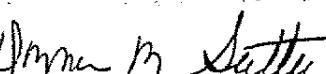
**Fifth:** The Plan of Merger was adopted by the Members and Board of Managers of the surviving business entity on December 20, 2004 in accordance with the provisions of Florida Statutes, Chapter 608.

**Sixth:** The Plan of Merger was adopted by the shareholders and Board of Directors of the merging corporation on December 20, 2004 in accordance with the provisions of Florida Statutes, Chapter 607.

**Seventh: SIGNATURES FOR EACH CORPORATION OR OTHER BUSINESS ENTITY:**  
Surviving Business Entity: **THE SUTTER GROUP, L.L.C.**, a Florida limited liability company

By:   
Heather M. Sutter, Member/President

**BROOKS REAL ESTATE, INC.**,  
a Florida corporation

By:   
Donna M. Sutter, its President

SECRETARIAL FILING  
TALLAHASSEE, FLA.

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## PLAN OF MERGER

This Plan of Merger is submitted in compliance with Sections 607.1108 and 608.438, Florida Statues, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving business entity are **THE SUTTER GROUP, L.L.C.**, a Florida limited liability company.

**Second:** The name and jurisdiction of each merging corporation are **BROOKS REAL ESTATE, INC.**, a Florida corporation.

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

A. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

B. The consideration given by **THE SUTTER GROUP, L.L.C.** in exchange for all of the issued and outstanding shares of **BROOKS REAL ESTATE, INC.** is one (1) Unit of Membership Interest in **THE SUTTER GROUP, L.L.C.** for each issued and outstanding share of **BROOKS REAL ESTATE, INC.**

C. **THE SUTTER GROUP, L.L.C.** shall continue to be subject to and governed by its Articles of Organization and Operating Agreement.

**Fourth:** The manner and basis of converting the shares of each domestic corporation that is a party to the merger and the partnership interests, interests, shares, obligations and other securities of each other business entity that is a party to the merger into interests, partnership interests, shares, obligations, or other securities of the surviving entity or any other domestic corporation, limited liability company or other business entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the ~~shares of each~~ domestic corporation that is a party to the merger and rights to acquire partnership interests, shares, obligations and other securities of each other business entity that is a party to the merger into rights to acquire interests, partnership interests, shares, obligations, or other securities of the surviving entity or any other domestic corporation, limited liability company or other business entity or, in whole or in part, into cash or other property are:

A. All of the issued and outstanding shares of **BROOKS REAL ESTATE, INC.** shall be transferred to **THE SUTTER GROUP, L.L.C.**.

B. **THE SUTTER GROUP, L.L.C.** shall issue one (1) Unit of Membership Interest for each share of **BROOKS REAL ESTATE, INC.** transferred to **THE SUTTER GROUP, L.L.C.**

C. The shares of **BROOKS REAL ESTATE, INC.** shall be cancelled.

**Fifth:** The name of the managing member of **THE SUTTER GROUP, L.L.C.** is **HEATHER M. SUTTER** and the managing member's business address is **5901 Sun Blvd., Suite 105, St. Petersburg, Florida 33715.**

FILED

2005 JUN 11 P 12 03

SECRETARY OF STATE  
WILLIAMSON, ET AL.