

L03000030615

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 SEP 16 PM 1:58

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McManus
&
McManus, P.A.

Attorneys at Law

R. Bruce McManus, President
Board Certified Wills, Trusts and Estate Lawyers
Fred J. McManus 1904-1983

Mary McManus Taylor

August 28, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Dear Representative:

L03-30615

Enclosed for filing are Articles of Merger for JRFCLR, LLC. Please file these Articles and send us a Certificate of Merger. Also enclosed is an extra copy of the set of Articles which we request you stamp marking their receipt and provide us a date stamped copy and a certified copy. I am enclosing a return envelope for your convenience.

A check for the following fees is enclosed:

Filing Fee	\$25.00
Certified copy	<u>\$30.00</u>
	\$55.00

If you have any questions please let me know.

Yours very truly,

McMANUS & McMANUS, P.A.


R. Bruce McManus

RBM:jr
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 5, 2003

R. BRUCE MCMANUS
MCMANUS & MCMANUS, P.A.
79 OVERBROOK BLVD.
LARGO, FL 33770-2899

SUBJECT: JRFCLR, LLC
Ref. Number: L03000030615

We have received your document for JRFCLR, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

Since this merger has two limited liability companies, the filing fee totals \$50. Please return your corrected document with a check for the additional \$25 due.

Please include the document number of the survivor in your articles.

The FIFTH article does not state who is appointed as agent.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 703A00049529

**McManus
&
McManus, P.A.**

Attorneys at Law

R. Bruce McManus, President
Board Certified Wills, Trusts and Estate Lawyers
Fred J. McManus 1904-1983

Mary McManus Taylor

September 9, 2003

Department of State
Division of Corporations
Corporate Filings
Attention: Lee Rivers, Document Specialist
P.O. Box 6327
Tallahassee, FL 32314

RE: JRFCLR, LLC
Reference Number: L03000030615

Dear Representative:

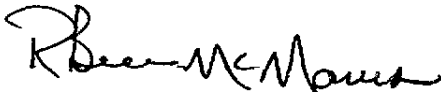
In accord with your letter of September 5, 2003, copy attached, we enclose the following:

1. Original and copy of Articles of Merger of JRFCLR, LLC
2. Original and copy of Plan of Merger of JRFCLR, LLC
3. Check in amount of \$25.00

Enclosed is my letter of August 28, 2003. Please process these papers as soon as possible.

Yours very truly,

McMANUS & McMANUS, P.A.



R. Bruce McManus

RBM:jr
Enclosures

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>
JRFCLR, LLC 3893 Fair Oaks Blvd. Sacramento, CA 95864	California	LLC
FL Doc./Reg.#: L03000030615	FEI # 68-0406260	

FL Doc./Reg.#:	FEI #
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FL Doc./Reg.#:	FEI #
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(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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
JRFCLR, LLC 111 7th Street Belleair Beach, FL 33786	Florida	LLC
FL Doc./Reg.#: L03000030615	FEI # 68-0406260	

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

FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of the applicable jurisdictions.

FIFTH: The surviving entity hereby appoints Jay R. Flatt, 111 7th Street, Belleair Beach, FL 33786, 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 members of each limited liability company that is a party to the merger.

SIXTH: The surviving entity agrees to pay the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which they are entitled under Sections 608.4384, Florida Statutes.

SEVENTH: The surviving entity has obtained the written consent of each member of the surviving entity pursuant to Section 608.438(2), Florida Statutes.

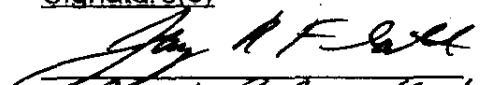
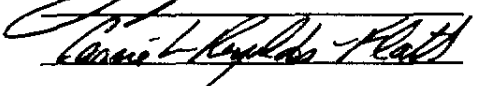

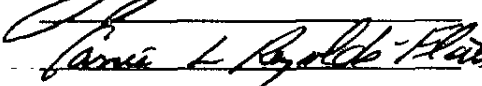
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

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

ELEVENTH: Signatures(s) for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed name of individual</u>
<u>JRFCLR, LLC</u>		<u>Jay R. Flatt</u>
<u>California merging LLC</u>		<u>Carrie L. Reynolds-Flatt</u>
<u>JRFCLR, LLC</u>		<u>Jay R. Flatt</u>
<u>Florida surviving LLC</u>		<u>Carrie L. Reynolds-Flatt</u>
<u>DATE: August 26, 2003</u>		

PLAN OF MERGER

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

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

Name

Jurisdiction

JRFCLR, LLC

California

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

Name

Jurisdiction

JRFCLR, LLC

Florida

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

By this merger, JRFCLR, LLC, a California Limited Liability Company, will cease to exist. Its assets, liabilities, goodwill, accounts receivable and payable, its benefit plans and profit sharing plan shall be transferred to, assumed by, and become the property, business and administrative responsibility of the surviving entity JRFCLR, LLC, a Florida Limited Liability Company. The employer (tax) identification number of the merged Limited Liability Company will remain the same for the survivor limited liability company. The interests and responsibilities of the members in the property and assets and business of the surviving LLC shall be the same as the members had in the property and assets and business of the merging LLC.

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 as follows:

The members of the merging Limited Liability Company, JRFCLR, LLC, will transfer and convey the assets, contracts, rights, and property, including qualified plans and profit sharing plans, as well as the debts, obligations and liabilities of the merging LLC to the surviving LLC, JRFCLR, LLC.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the merging 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:

The assets, contracts, rights and property and the debts, obligations and liabilities of the merging LLC will transfer as is and at the value and basis as reflected on the books of JRFCLR, LLC, a California LLC, and will become the assets, contracts, rights and property of the surviving LLC, JRFCLR, LLC, a Florida LLC. All of the debts, obligations and liabilities of the merging LLC, JRFCLR, LLC, California, will become the debts, obligations and liabilities of JRFCLR, LLC, a Florida LLC. All rights to acquire interests, share, obligations, or other securities belonging to the merging party shall pass in the same manner to the surviving entity.

FIFTH: The limited liability company that is the surviving entity will be managed by one or more members. The names(s) and address(es) of the members are as follows:

Jay R. Flatt, member manager
111 7th Street
Belleair Beach, FL 33786

Carrie L. Reynolds-Flatt, member manager
111 7th Street
Belleair Beach, FL 33786

SIXTH: 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 have been set out and complied with.

SEVENTH: Signatures for each party:

Jay R. Flatt
Member Manager



Jay R. Flatt

Carrie L. Reynolds-Flatt
Member Manager



Carrie L. Reynolds-Flatt

DATE: August 26, 2003