

Division of Corporations

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L03000037206

Florida Department of State
Division of Corporations
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From:

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FREDERICK AND LOTT, L.L.C.

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Certificate of Status	1
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Page Count	04
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December 30, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FREDERICK AND LOTT, L.L.C.
PO BOX 23687
TAMPA, FL 33623US

SUBJECT: FREDERICK AND LOTT, L.L.C.
REF: L03000037206

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The type of merger form you have sent cannot be filed yet. This earliest possible filing date for this type of merger filing is January 3, 2006. Please resubmit your merger on January 3, 2006. Because mergers cannot be filed with an effective date that is prior to the filing date, please change your document so that it does not refer to a January 1 effective date.

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

FAX Aud. #: H05000293846
Letter Number: 705A00074140

P.O BOX 6327 - Tallahassee, Florida 32314

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CERTIFICATE OF MERGER

GP0500003254

MERGING LOTT AND FREDERICK, A PARTNERSHIP

INTO FREDERICK AND LOTT, L.L.C.

L03600037206

Pursuant to Sections 620.8918 and 608.4382 of the Florida Statutes, Frederick and Lott, L.L.C., a Florida limited liability company, hereby delivers this Certificate of Merger for the purpose of merging Lott and Frederick, a Partnership, a Florida general partnership, into Frederick and Lott, L.L.C., a Florida limited liability company (the "Company").

1. A copy of the Plan of Merger (the "Plan") is attached as Exhibit A to these Articles of Merger.

2. The Company is the Surviving Organization.

3. The Plan was approved by all of the partners of Lott and Frederick, a Partnership, in accordance with the applicable provisions of Chapter 620 of the Florida Statutes.

4. The Plan was approved by all of the managing members of Frederick and Lott, L.L.C., a Florida limited liability company, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

5. This merger shall become effective upon the later of January 1, 2006 and the filing of this Certificate of Merger with the Florida Department of State.

[Signatures begin on the following page.]

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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the constituent organizations have executed this Certificate of
Merger this 20th day of December, 2005.

LOTT AND FREDERICK, A PARTNERSHIP,
a Florida general partnership

By: 
Rick A. Loft, General Partner

By: _____
Thomas T. Frederick, General Partner

FREDERICK AND LOTT, L.L.C., a Florida
limited liability company

By: 
Rick A. Loft, Managing Member

By: _____
Thomas T. Frederick, Managing Member

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the constituent organizations have executed this Certificate of
Merger this 20th day of December, 2005.

LOTT AND FREDERICK, A PARTNERSHIP,
a Florida general partnership

By: _____
Rick A. Lott, General Partner

By:  _____
Thomas T. Frederick, General Partner

FREDERICK AND LOTT, L.L.C., a Florida
limited liability company

By: _____
Rick A. Lott, Managing Member

By:  _____
Thomas T. Frederick, Managing Member

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TALLAHASSEE, FLORIDA

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Exhibit A

PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by FREDERICK AND LOTT, L.L.C., a Florida limited liability company (the "Company"), and LOTT AND FREDERICK, A PARTNERSHIP, a Florida general partnership (the "Partnership"), for the purpose of merging the Partnership into the Company in accordance with the provisions of Sections 620.8916 and 608.438 of the Florida Statutes. The Company is sometimes referred to herein as the "Surviving Organization".

1. Merger. The Partnership will be merged with and into the Company pursuant to and in accordance with Sections 620.8916 and 608.438 of the Florida Statutes (the "Merger"). As a result of the Merger, the separate existence of the Partnership will cease, and the Company, as the Surviving Organization, will be fully vested in the rights, privileges and assets of the Partnership, and will be responsible for the debts, liabilities and obligations of the Partnership.

2. Treatment of Ownership Interests. Each membership interest in the Company issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each partnership interest in the Partnership in existence immediately prior to the Merger will, by virtue of the Merger, and without any action on behalf of any party to this Plan, be cancelled.

3. Management of Surviving Organization. Management of the Surviving Organization shall be vested in its managing members. The name and business address of the managing members of the Surviving Organization are:

Rick A. Lott
1101 N. Ward Street
Tampa, FL 33607

Thomas T. Frederick
1101 N. Ward Street
Tampa, FL 33607

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