

L03 0000038416

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(City/State/Zip/Phone #)

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(Business Entity Name)

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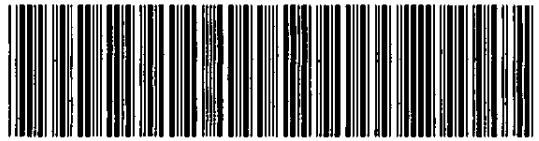
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 JAN 12 AM 11:38

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: B & S INVESTMENTS, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

JOSEPH EDWARDS

Contact Person

SQUIRE, SANDERS & DEMPSEY, LLP

Firm/Company

201 N. FRANKLIN ST., SUITE 2100

Address

TAMPA, FL. 33602

City, State and Zip Code

jedwards@ssd.com

E-mail address: (to be used for future annual report notification)

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2010 JAN 12 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

JOSEPH EDWARDS

Name of Contact Person

at (813)

202-1339

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|------------------------|---------------------|-------------------------|
| B & S INVESTMENTS, LLC | FL | LLC L03-38416 |
| J. TOMLIN, LLC | FL | LLC L09-121840 |
| | | |
| | | |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|------------------------|---------------------|-------------------------|
| B & S INVESTMENTS, LLC | FL | LLC |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

On the date of Filing. _____

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

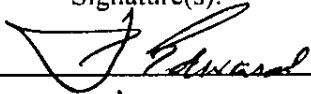

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|------------------------------|--|--------------------------------------|
| B & S INVESTMENTS, LLC |  | JOSEPH EDWARDS |
| J. TOMLIN, LLC |  | JOSEPH EDWARDS |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

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TALLAHASSEE
FLORIDA

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|-----------------------------------|---|
| Corporations: | Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.) |
| General partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signatures of all general partners |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of a member or authorized representative |

Fees:

| | |
|-------------------------------------|---------|
| For each Limited Liability Company: | \$25.00 |
| For each Corporation: | \$35.00 |
| For each Limited Partnership: | \$52.50 |
| For each General Partnership: | \$25.00 |
| For each Other Business Entity: | \$25.00 |

Certified Copy (optional): \$30.00

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|------------------------|---------------------|-------------------------|
| B & S INVESTMENTS, LLC | FL | LLC |
| J. TOMLIN, LLC | FL | LLC |
| | | |
| | | |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|------------------------|---------------------|-------------------------|
| B & S INVESTMENTS, LLC | FL | LLC |

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

THE CAPITAL ACCOUNT OF THE SOLE MEMBER OF J. TOMLIN, LLC SHALL
BECOME AN ADDITION TO THE CAPITAL ACCOUNT OF THE MEMBER
IN B & S INVESTMENTS, LLC. NO OTHER CHANGE SHALL BE MADE IN THE
OWNERSHIP STRUCTURE OF B & S INVESTMENTS, LLC.
J. TOMLIN, LLC SHALL CEASE TO EXIST UPON THE EFFECTIVE DATE OF
THE MERGER.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

NO MEMBER WILL BE ENTITLED TO ANY CASH OR OTHER PROPERTY AS
A RESULT OF THE MERGER.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

EACH UNIT OF MEMBERSHIP INTEREST IN J. TOMLIN, LLC SHALL BE

CONVERTED INTO ONE UNIT OF MEMBERSHIP INTEREST IN B & S

INVESTMENTS, LLC.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NOT APPLICABLE

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

NOT APPLICABLE

(Attach additional sheet if necessary)