

LO3000040089

(Requestor's Name)

(Address)

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PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

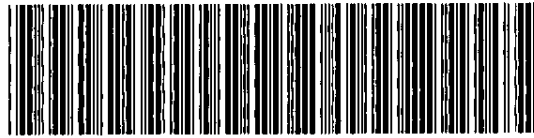
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EXAMINER



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10 DEC 28 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STARK & KNOLL

A Legal Professional Association

DONALD R. SCHERER

dscherer@stark-knoll.com

(330) 376-3300

December 27, 2010

VIA OVERNIGHT MAIL

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

RE: *Surviving Entity – Apex Underwriters, LLC (Ohio LLC)*
Merging Entity – Apex Underwriters, LLC (Florida LLC)
Doc. No. L03000040089

Dear Sir or Madam:

Enclosed for filing is the Certificate of Merger for the above-referenced matter. Also enclosed is a check for \$50.00 to cover the filing fee. The filed Certificate of Merger should be returned to the undersigned by regular U.S. mail.

In the event you are in need of further information, please call the undersigned at 1-800-345-7164.

Very truly yours,

STARK & KNOLL CO., LPA



Donald R. Scherer

DRS/jkl
Enc.

3475 Ridgewood Road

Akron, Ohio • 44333-3163 • Telephone: 330.376.3300

Facsimile: 330.376.6237 • Web site: stark-knoll.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Apex Underwriters, LLC (Ohio 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:

Donald R. Scherer, Esq.
Contact Person
Stark & Knoll Co., L.P.A.
Firm/Company
3475 Ridgewood Road
Address
Akron, Ohio 44333
City, State and Zip Code
dscherer@stark-knoll.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donald R. Scherer, Esq. at (330) 572-1317
Name of Contact Person 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**

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>
Apex Underwriters, LLC	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Apex Underwriters, LLC	Ohio	Limited Liability Company

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.

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TALLAHASSEE, FLORIDA

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:

December 31, 2010

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:

86 Owen Brown Street

Hudson, Ohio 44236

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 entitles 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: 86 Owen Brown Street

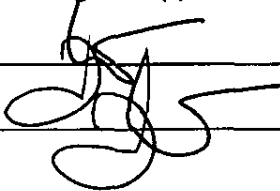
Hudson, Ohio 44236

Mailing address: 86 Owen Brown Street

Hudson, Ohio 44236

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:
Apex Underwriters, LLC (OH)		John Valko, Member
Apex Underwriters, LLC (FL)		John Valko, Member

- 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>
<u>Apex Underwriters, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
<u>Apex Underwriters, LLC</u>	<u>Ohio</u>	<u>Limited Liability Company</u>

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

The Articles of Organization of the Surviving Party before the merger shall remain in effect following the merger without amendment.

The managers of the Surviving Party before the merger shall remain the managers of the Surviving Party following the merger.

The Operating Agreement of the Surviving Party before the merger shall remain in effect following the merger without amendment.

The parties authorize the appropriate representatives of the parties to file certificates of merger pursuant to F.S. 608.4382 and O.R.C. 1705.38

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

Upon the effective date of the merger, the members of the Merging Party shall deliver for cancellation all membership units in the Merging Party.

For each membership unit in the Merging Party surrendered, the surrendering member shall receive one (1) unit in the Surviving Party.

The currently outstanding membership units of the Surviving Party shall remain outstanding and shall not be affected by this 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:

Not Applicable

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)