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MERGER OR SHARE EXCHANGE

PRIME E M, LLC

Certificate of Status	1
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ARTICLES OF MERGER**PRIME EQUESTRIAN MANAGEMENT, INC. AND PRIME EM, LLC**

The following articles of merger are being submitted to the Florida Department of State in accordance with sections 607.1109 and 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:

Name and Street Address	Jurisdiction	Entity Type
PRIME EQUESTRIAN MANAGEMENT, INC. 500 E. Kennedy Blvd. Suite 200 Tampa, FL 33602	Florida	Domestic Profit Corporation

Florida Document/Registration Number: P03000017098 FEI #: N/A

Name and Street Address	Jurisdiction	Entity Type
PRIME E M, LLC 500 E. Kennedy Blvd. Suite 200 Tampa, FL 33602	Florida	Limited Liability Company

Florida Document/Registration Number: L03000040423 FEI #: N/A

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Name and Street Address	Jurisdiction	Entity Type
Prime E M, LLC 500 E. Kennedy Blvd. Suite 200 Tampa, FL 33602	Florida	Limited Liability Company

Florida Document/Registration Number: L03000040423 FEI #: N/A

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with chapters 607 and 608, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable

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jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders and/or members of each domestic corporation and limited liability company that is a party to the merger the amount, if any, to which they are entitled under sections 607.1302 and 608.4384, Florida Statutes, and if the surviving entity is so incorporated, organized, or otherwise formed under the laws of the state of Florida, an acknowledgment that such dissenting shareholder and/or member provisions have been or will be met.

SIXTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), and 608.4381(2), Florida Statutes.

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

EIGHTH: The merger shall become effective as of the date these Articles of Merger are filed with and approved by the Florida Department of State ("Effective Date").

The attached Amended and Restated Articles of Reorganization of the surviving entity shall be deemed adopted on the Effective Date.

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

TENTH: SIGNATURE FOR EACH PARTY:

Dated November 7, 2003

Name of Entity

Signature(s)

Typed or Printed Name of Individual and Title

PRIME EQUESTRIAN
MANAGEMENT, INC.



Randall E. Gentry,
President and sole
shareholder

Prime E M, LLC



Randall E. Gentry, as the sole
member and as Manager

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PLAN OF MERGER

PRIME EQUESTRIAN MANAGEMENT, INC. AND PRIME EM, LLC

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1108, 607.1103 and 608.4381, is being submitted to the Department of State in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
PRIME EQUESTRIAN MANAGEMENT, INC.	Florida
PRIME E M, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
PRIME E M, LLC	Florida

THIRD: The terms and conditions of the merger are set forth in the Agreement of Merger between the two parties of even date herewith.

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, are as follows:

SEE SECTION 8 OF THE AGREEMENT FOR MERGER, THE TEXT OF WHICH IS AS FOLLOWS:

- "8. Conversion of Membership interest. The manner of converting the stock interest of PRIME EQUESTRIAN MANAGEMENT, INC ("PRIME, INC") to the membership interest of PRIME E M, LLC ("PRIME LLC"), as the surviving limited liability company, shall be as follows:

At the Effective Date, each issued and outstanding share of stock of PRIME, INC shall be converted into membership interest of PRIME, LLC, an exchange based on book value for book value, as reflected in the books of PRIME, INC (as computed on the Effective Date) and PRIME, LLC (as computed on the Effective

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Date). PRIME, LLC membership interest will be issued into certificates in such denominations or registered in such names as are necessary to make the contemplated exchange or may be issued directly in the name of PRIME E M, LLC."

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

SEE A. ABOVE

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

NOT APPLICABLE

SIXTH: The sole Manager of PRIME E M, LLC, is Randall E. Gentry, whose address is 500 East Kennedy Boulevard Suite 200, Tampa, Florida 33602.

SEVENTH: 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 are as follows:

NOT APPLICABLE

EIGHTH: Other provisions, if any, relating to the merger: None.

IN WITNESS WHEREOF, the parties have each executed this plan of merger by and through their duly authorized representative to be effective as of November 7, 2003.

PRIME EQUESTRIAN MANAGEMENT, INC., a
Florida corporation

By: 

Randall E. Gentry, as President

PRIME E M, LLC, a
Florida limited liability company

By: 

Randall E. Gentry, as sole member and as Manager

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