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Division of Corporations

L03000043243

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MERGER OR SHARE EXCHANGE

HBB, L.L.C.

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ARTICLES OF MERGER

Pursuant to the provisions of Section(s) 607.1109, 608.4382, and/or 620.203 of the Florida Statutes, the undersigned organizations adopt the following Articles of Merger:

1. In the manner prescribed by Section(s) 607.1108(5), 608.4381(2), and/or 620.202(2) of the Florida Statutes, the following Plan of Merger was approved by the written consent of the Members of HBB, L.L.C., a Florida limited liability company, whose address is 7791 Belfort Parkway, Jacksonville, Florida 32256 and whose Florida document/registration number is L03000043243 (hereinafter referred to as the "Surviving Company"), and was recommended by the directors and approved by the stockholders at a joint meeting of the directors and stockholders of HBB, Inc., a Florida corporation, whose address is 7791 Belfort Parkway, Jacksonville, Florida 32256 and whose Florida document/registration number is P03000048053 (hereinafter referred to as the "Absorbed Entity"):

PLAN OF MERGER

Section One. Merger. HBB, Inc., a Florida corporation (sometimes the "Absorbed Entity"), whose address is 7791 Belfort Parkway, Jacksonville, Florida 32256 and whose Florida document/registration number is P03000048053 shall merge with and into HBB, L.L.C., a Florida limited liability company (sometimes the "Surviving Company"), whose address is 7791 Belfort Parkway, Jacksonville, Florida 32256 and whose Florida document/registration number is L03000043243.

Section Two. Terms and Conditions. On the effective date of the merger, the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of HBB, Inc., without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of HBB, Inc. then owing as of such date with respect to the Absorbed Entity, and neither the rights of creditors nor any liens on the property of HBB, Inc. shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the shares of the Absorbed Entity into interests, rights, obligations and other securities of the Surviving Company is as follows:

Each shareholder of the Absorbed Entity owns the same percentage of the issued and outstanding stock of the Absorbed Entity as such person owns membership units in the Surviving Company. Accordingly, at the time of the merger, no additional membership units shall be issued.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger.

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Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the effective date of the merger.

Section Six. Managing Member. The Managing Member of the Surviving Company on the effective date of the merger shall continue as the Managing Member of the Surviving Company. The Managing Member of the Surviving Company is Elliott Horovitz whose address is 7791 Belfort Parkway, Jacksonville, Florida 32256.

Section Seven. Approval by Members of the Surviving Company, the Surviving Company and All of the Shareholders and Directors of the Absorbed Entity. This Plan of Merger has been approved contemporaneously with the execution hereof by the Members of the Surviving Company, the Surviving Company and has been duly recommended, approved and adopted by all of the shareholders and directors of the Absorbed Entity in the manner provided by the applicable laws of the State of Florida at a joint meeting of the shareholders and directors of the Absorbed Entity.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger are filed with Florida Secretary of State.

Section Nine. Execution of Merger. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

2. The Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103 and/or 620.201 of the Florida Statutes, and was approved contemporaneously with the execution hereof by the Managing Member of the Surviving Company, and by all of the shareholders of the Absorbed Entity in accordance with Chapters 607, 617, 608 and/or 620 of the Florida Statutes.

3. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or the Articles of Organization of any limited liability company that is a party to the merger.

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The undersigned HBB, L.L.C., Members of HBB, L.L.C. and HBB, Inc. have caused these Articles of Merger of HBB, Inc. into HBB, L.L.C., duly executed this 14th day of November, 2003.

HBB, L.L.C.,
a Florida limited liability company

By: Elliott Horowitz
Its Managing Member

"Surviving Company"

Elliott Horowitz
Elliott Horowitz, Managing Member

Timothy R. Bone
Timothy R. Bone

Zachory Bushong
Zachory Bushong

"Members of Surviving Company"

HBB, Inc., a Florida corporation

By: Elliott Horowitz
Its President

"Absorbed Entity"

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