

L03000049764

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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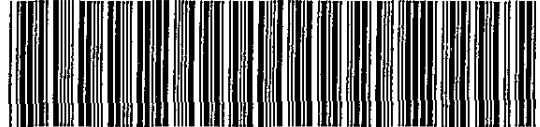
(Business Entity Name)

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STEPHEN A. BAKER

ATTORNEY AT LAW

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August 5, 2004

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

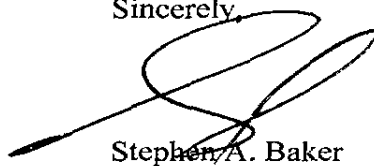
**Re: Articles of Merger
Tony Land Associates, LLC and TTS, LLC**

To whom it may concern:

Enclosed please find original Articles of Merger with regard to the two above-referenced Florida limited liability companies, together with my check in the amount of \$50.00 made payable to the Department of State to cover the filing of the enclosed Articles.

If anything further is required, please contact my office immediately.

Sincerely,

A handwritten signature in black ink, appearing to be 'SAB', written over the printed name 'Stephen A. Baker'.

Stephen A. Baker

Encls.

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tony Land Associates, LLC 605 75 th Avenue St. Pete Beach, FL 33706 Florida Document Registration Number: L03000049764 FEI Number: 20-0555069	Florida	Limited Liability Company
TTS, LLC 605 75 th Avenue St. Pete Beach, FL 33706 Florida Document Registration Number: L04000020899 FEI Number: 20-0889452	Florida	Limited Liability Company

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TALLAHASSEE, FLORIDA

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tony Land Associates, LLC 605 75 th Avenue St. Pete Beach, FL 33706 Florida Document Registration Number: L03000049764 FEI Number: 20-0555069	Florida	Limited Liability Company

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

FOURTH: As applicable, the attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable

jurisdictions.

FIFTH: As applicable, the surviving entity has obtained the written consent of each member that as result of merger is now a managing member of the surviving entity pursuant to section 608.4381(2), Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited liability company that is a party to the merger.

SEVENTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

NINTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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Tony Land Associates, LLC		Anthony Amico
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TTS, LLC		Anthony Amico
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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following Plan of Merger was adopted and approved by each party to the merger in accordance with section 608.4381 and is being submitted in accordance with section 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Tony Land Associates, LLC	Florida
TTS, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Tony Land Associates, LLC	Florida

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

The merging parties are owned by common members whose interests in Tony Land Associates, LLC are in the same proportion to their interests in TTS, LLC. The surviving party, Tony Land Associates, LLC will to be owned by current members of the merging parties in equal proportion to their present ownership interests in the merging parties. The present member operating agreement of Tony Land Associates, LLC shall govern all rights and obligations of the surviving party.

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, in whole or in part, into cash or other property are as follows:

See Third Paragraph above.

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

See Third Paragraph above. Also see member operating agreement of Tony Land Associates, LLC.

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

<u>Name</u>	<u>Address</u>
A.G. G. Investments, Inc.	605 75 th Avenue, St. Pete Beach, FL 33706

SIXTH: Signature:

<u>Surviving Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Tony Land Associates, LLC		Anthony Amico

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