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**LAW OFFICES OF BRANDON BROWN P.L.**

A Professional Limited Liability Company  
9045 Fontana Blvd., Suite B-1  
Boca Raton, Florida 33434

(561) 477-5845 Voice

(561) 477-5646 Facsimile

March 19, 2004

Via: Federal Express  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Articles of Merger/Plan of Merger  
Surviving Entity: Richardson & Annecca, LLC  
Merging Entity: R&A Enterprises Partnership

Dear Sir/Madam:

Enclosed please find the following documents:

- i. Articles of Merger; and
- ii. Plan of Merger

for the aforementioned entities. Also enclosed is a filing fee in the amount of Fifty Dollars and No/Cents (\$50.00).

Please do not hesitate to contact me if you require any additional information or documentation.

Very truly yours,



Elizabeth Brandon-Brown

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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>
1. R&A Enterprises Partnership 3900 SW 30th Ave., #3 Fort Lauderdale, FL 33312	Illinois	partnership
Florida Document/Registration Number: _____		FEI Number: 37-6346880
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*

**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>
Richardson & Annecca, LLC	Florida	limited liability company
3900 SW 30th Ave., #3		
Fort Lauderdale, FL 33312		

Florida Document/Registration Number: L03000051154      FEI Number: 45-0529665

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** 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), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** 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.

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SOLICITOR GENERAL  
STATE OF FLORIDA

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State



OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Richardson & Annecca, LLC		Kenneth E. Richardson
R&A Enterprises Partnership		Kenneth E. Richardson Michael Annecca

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*

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TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
R&A Enterprises Partnership	Illinois

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

<u>Name</u>	<u>Jurisdiction</u>
Richardson & Annecca, LLC	Florida

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

When the merger shall become effective, the separate existence of R&A Enterprises Partnership shall cease and said partnership shall be merged in accordance with the provisions of this plan into Richardson & Annecca, LLC which shall survive such merger and continue in existence and shall, without transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the disappearing entity, and all of the property, real and personal including subscriptions for shares, causes of action in every other asset of the disappearing entity. The Surviving entity shall assume and be liable for all the liabilities, obligations and penalties of the disappearing entity. No action or proceeding, civil and criminal, then pending by or against the disappearing entity, or any partner, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised, as if such merger had not occurred, or the Surviving entity may be substituted in such action in place of the disappearing entity.

*(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

The outstanding partnership interest of the disappearing partnership shall be canceled and no membership interest in the Surviving limited liability company shall be issued in exchange therefor.

- 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:

Any rights to acquire interest, shares, obligations or other securities of the disappearing entity shall be merged into the Surviving limited liability company.

*(Attach additional sheet(s) if necessary)*

**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:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

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TALLAHASSEE, FLORIDA

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**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Kenneth E. Richardson, Managing Member  
3900 SW 30th Ave., #3  
Fort Lauderdale, FL 33312

**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:

None

**EIGHTH:** Other provisions, if any, relating to the merger:

None

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*(Attach additional sheet(s) if necessary)*