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No. 2386 P. 1

L03000053135

Florida Department of State  
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MERGER OR SHARE EXCHANGE

WYNNE CAPITAL, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	<del>\$133.75</del>

\$155.00

J. BRYAN

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EXAMINER

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**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

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The following **Certificate of Merger** is hereby submitted in order to merge **WYNNE CAPITAL II, LLC, WYNNE CAPITAL IV, LLC, WYNNE CAPITAL VI, LLC, WYNNE CAPITAL VII, LLC**, all Florida limited liability companies, with, and into, **WYNNE CAPITAL, LLC**, a Florida limited liability company, with the latter company to be the surviving company of the merger.

**FIRST:** The exact name, entity type and jurisdiction for the merging entities are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	
WYNNE CAPITAL, LLC	Florida	Limited Liability Company	# L03000053135
WYNNE CAPITAL II, LLC	Florida	Limited Liability Company	# L040600022904
WYNNE CAPITAL IV, LLC	Florida	Limited Liability Company	L04000033317
WYNNE CAPITAL VI, LLC	Florida	Limited Liability Company	L07000061839
WYNNE CAPITAL VII, LLC	Florida	Limited Liability Company	L07000068109

**SECOND:** The exact name, entity type and jurisdiction of the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WYNNE CAPITAL, LLC	Florida	Limited Liability Company

**THIRD:** The Plan of Merger appended to this Certificate as Exhibit "A" was approved by **WYNNE CAPITAL, LTD.**, a Florida limited partnership, as the Sole Member of each limited liability company that is a party to the merger, and by **WYNNE CAPITAL, INC.**, a Florida corporation, and **MATTHEW L. WYNNE**, as all Managers of such companies, in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The effective date of the merger shall be the date of filing this Certificate of Merger by the Florida Department of State.

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**FIFTH:** Signatures for each party:

**WYNNE CAPITAL, LLC**  
a Florida limited liability company

By: **WYNNE CAPITAL, LTD,**  
a Florida limited partnership, Sole Member

By: **WYNNE CAPITAL, INC.,**  
a Florida corporation, as General Partner of  
the limited partnership and as Manager of  
the limited liability company

By \_\_\_\_\_  
JOEL WYNNE, as President

**WYNNE CAPITAL II, LLC**  
a Florida limited liability company

By: **WYNNE CAPITAL, LTD,**  
a Florida limited partnership, Sole Member

By: **WYNNE CAPITAL, INC.,**  
a Florida corporation, as General Partner  
of the limited partnership and as Manager  
of the limited liability company

By \_\_\_\_\_  
JOEL WYNNE, as President

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**WYNNE CAPITAL IV, LLC**  
a Florida limited liability company

By: **WYNNE CAPITAL, LTD,**  
a Florida limited partnership, Sole Member

By: **WYNNE CAPITAL, INC.,**  
a Florida corporation, as General Partner of  
the limited partnership and as Manager of  
the limited liability company

By \_\_\_\_\_  
JOEL WYNNE, as President

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Signatures for each party [CONTINUED]:

**WYNNE CAPITAL VI, LLC**  
a Florida limited liability company

By: **WYNNE CAPITAL, LTD,**  
a Florida limited partnership, Sole Member

By: **WYNNE CAPITAL, INC.,**  
a Florida corporation, as General Partner  
of the limited partnership

By \_\_\_\_\_  
JOEL WYNNE, as President

By: \_\_\_\_\_  
MATTHEW L. WYNNE, as Manager

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**WYNNE CAPITAL VII, LLC**  
a Florida limited liability company

By: **WYNNE CAPITAL, LTD,**  
a Florida limited partnership, Sole Member

By: **WYNNE CAPITAL, INC.,**  
a Florida corporation, as General Partner of  
the limited partnership and as Manager of  
the limited liability company

By \_\_\_\_\_  
JOEL WYNNE, as President

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**EXHIBIT "A"**  
**PLAN OF MERGER**

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The following Plan of Merger has been agreed upon by WYNNE CAPITAL, LTD. as the Sole Member, and by WYNNE CAPITAL, INC., and MATTHEW L. WYNNE, as all Managers of the affected Florida limited liability companies, and is hereby submitted in order to merge WYNNE CAPITAL II, LLC, WYNNE CAPITAL IV, LLC, WYNNE CAPITAL VI, LLC, WYNNE CAPITAL VII, LLC, all Florida limited liability companies, with, and into, WYNNE CAPITAL, LLC, a Florida limited liability company, as the surviving limited liability company in accordance with the provisions of Florida Statutes §608.4382.

**FIRST:** The exact name, entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WYNNE CAPITAL, LLC	Florida	Limited Liability Company
WYNNE CAPITAL II, LLC	Florida	Limited Liability Company
WYNNE CAPITAL IV, LLC	Florida	Limited Liability Company
WYNNE CAPITAL VI, LLC	Florida	Limited Liability Company
WYNNE CAPITAL VII, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WYNNE CAPITAL, LLC	Florida	Limited Liability Company

**THIRD:** The terms and conditions of the merger are as follows: WYNNE CAPITAL II, LLC, WYNNE CAPITAL IV, LLC, WYNNE CAPITAL VI, LLC, WYNNE CAPITAL VII, LLC, each has as its sole Member, WYNNE CAPITAL LTD., a Florida limited partnership, owning one hundred percent (100%) of the membership interest. The surviving limited liability company, WYNNE CAPITAL, LLC, likewise has as

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its sole Member, WYNNE CAPITAL LTD., a Florida limited partnership, owning a one hundred percent (100%) of the membership interest. The merger is effected in consideration of the simplification of business of the affected Member and is effected for no consideration in terms of value or additional contributions to capital.

**FOURTH:** The manner and basis of converting the interest of each merged party into the interest of the survivor is that the sole Member of the surviving limited liability company shall continue to own one hundred percent (100%) of the interest in such survivor limited liability company. The membership interest is owned by WYNNE CAPITAL LTD., a Florida limited partnership

**FIFTH:** The foregoing Plan of Merger has been approved by WYNNE CAPITAL LTD., a Florida limited partnership, as and constituting the sole Member of the respective merged and survivor limited liability companies and by the Managers of each of such companies.

[SEE NEXT PAGE FOR EXECUTIONS]

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IN WITNESS WHEREOF, executed this \_\_\_\_ day of December, 2008.

**WYNNE CAPITAL, LLC**  
a Florida limited liability company

By: **WYNNE CAPITAL, LTD,**  
a Florida limited partnership, Sole Member

By: **WYNNE CAPITAL, INC.,**  
a Florida corporation, as General Partner of  
the limited partnership and as Manager of  
the limited liability company

By \_\_\_\_\_  
JOEL WYNNE, as President

**WYNNE CAPITAL II, LLC**  
a Florida limited liability company

By: **WYNNE CAPITAL, LTD,**  
a Florida limited partnership, Sole Member

By: **WYNNE CAPITAL, INC.,**  
a Florida corporation, as General Partner  
of the limited partnership and as Manager  
of the limited liability company

By \_\_\_\_\_  
JOEL WYNNE, as President

**WYNNE CAPITAL IV, LLC**  
a Florida limited liability company

By: **WYNNE CAPITAL, LTD,**  
a Florida limited partnership, Sole Member

By: **WYNNE CAPITAL, INC.,**  
a Florida corporation, as General Partner of  
the limited partnership and as Manager of  
the limited liability company

By \_\_\_\_\_  
JOEL WYNNE, as President

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[EXECUTIONS CONTINUED]:

**WYNNE CAPITAL VI, LLC**  
a Florida limited liability company

By: **WYNNE CAPITAL, LTD,**  
a Florida limited partnership, Sole Member

By: **WYNNE CAPITAL, INC.,**  
a Florida corporation, as General Partner  
of the limited partnership

By: \_\_\_\_\_  
JOEL WYNNE, as President

By: \_\_\_\_\_  
MATTHEW L. WARNE, as Manager

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**WYNNE CAPITAL VII, LLC**  
a Florida limited liability company

By: **WYNNE CAPITAL, LTD,**  
a Florida limited partnership, Sole Member

By: **WYNNE CAPITAL, INC.,**  
a Florida corporation, as General Partner of  
the limited partnership and as Manager of  
the limited liability company

By: \_\_\_\_\_  
JOEL WYNNE, as President

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