

W03000053/35

**Florida Department of State
Division of Corporations
Public Access System**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000230155 3))



H090002301553ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 NOV 18 AM 10:47

FILED

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : COHEN, CHASE, HOFFMAN & SCHIMMEL, P.A.
Account Number : 102450002676
Phone : (305) 670-0201
Fax Number : (305) 670-6152

RECEIVED
2009 NOV 18 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Wynne Capital, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$108.75

A. LUNT
NOV 19 2009
EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

H09000230155

FILED
2009 NOV 18 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, document number and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Document No.	Form/Entity Type
Wynne Capital, LLC	Florida	L03000053135	LLC
Wynne Capital V, LLC	Florida	L07000015811	LLC
Wynne Capital VIII, LLC	Florida	L07000079264	LLC
Wynne Capital IX, LLC	Florida	L07000107956	LLC

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

Name	Jurisdiction	Form/Entity Type
Wynne Capital, LLC	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608.

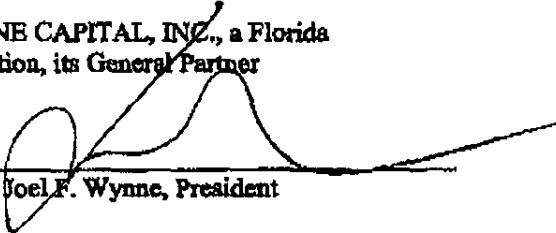
FOURTH: The effective date of the merger shall be November 18, 2009.

FIFTH: Signature for Each Party:

WYNNE CAPITAL, LLC, a Florida
limited liability company

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

By: WYNNE CAPITAL, INC., a Florida
corporation, its General Partner

By: 
Joel F. Wynne, President

H09000230155

H09000230155

WYNNE CAPITAL V, LLC, a Florida
limited liability company

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

By: WYNNE CAPITAL, INC., a Florida
corporation, its General Partner

By: 
Joel F. Wynne, President

WYNNE CAPITAL VIII, LLC, a Florida
limited liability company

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

By: WYNNE CAPITAL, INC., a Florida
corporation, its General Partner

By: 
Joel F. Wynne, President

WYNNE CAPITAL IX, LLC, a Florida
limited liability company

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

By: WYNNE CAPITAL, INC., a Florida
corporation, its General Partner

By: 
Joel F. Wynne, President

FILED
2009 NOV 18 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H09000230155

2009 NOV 18 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLAN OF MERGER

FIRST: The exact name, form/entity type, document number and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Document No.	Form/Entity Type
Wynne Capital, LLC	Florida	L03000053135	LLC
Wynne Capital V, LLC	Florida	L07000015811	LLC
Wynne Capital VIII, LLC	Florida	L07000079264	LLC
Wynne Capital IX, LLC	Florida	L07000107956	LLC

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

Name	Jurisdiction	Form/Entity Type
Wynne Capital, LLC	Florida	LLC

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

Wynne Capital, Ltd., a Florida limited partnership, owns 100% of the membership interests of Wynne Capital V, LLC, Wynne Capital VIII, LLC, and Wynne Capital IX, LLC (the "Merged Parties"), as well as 100% of the membership interests of Wynne Capital, LLC (the "Surviving Party"). Immediately upon the merger, all assets of the Merged Parties shall become the assets of the Surviving Party, subject to the liabilities of the Merged Parties. Wynne Capital, Ltd., as the sole member of the Merged Parties, shall not receive any additional consideration in terms of value or additional contribution to capital of the Surviving Party.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Wynne Capital, Ltd., shall continue to own 100% of the membership interests of the Surviving Party. Wynne Capital, Ltd., shall not receive any additional consideration in terms of value or additional contribution to capital of the Surviving Party.

The foregoing Plan of Merger has been approved by Wynne Capital, Ltd., a Florida limited partnership, as the sole member of the Surviving Party and of each of the Merged Parties, and by the sole manager of each of the parties.

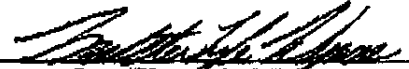
IN WITNESS WHEREOF, this Plan of Merger has been executed this 30th day of October, 2009.

[SIGNATURES ON FOLLOWING PAGES]

H09000230155

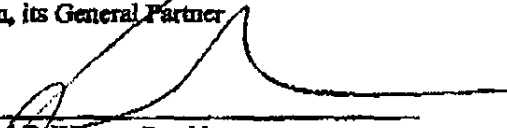
H09000230155

WYNNE CAPITAL, LLC, a Florida
limited liability company

By: 
Matthew Lyle Wynne, its Manager

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

By: WYNNE CAPITAL, INC., a Florida
corporation, its General Partner


By: 
Joel F. Wynne, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 NOV 18 AM 10:47

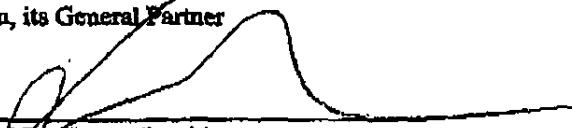
FILED

WYNNE CAPITAL V, LLC, a Florida
limited liability company

By: 
Matthew Lyle Wynne, its Manager

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

By: WYNNE CAPITAL, INC., a Florida
corporation, its General Partner

By: 
Joel F. Wynne, President

H09000230155


H09000230155

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


By: 
Matthew Lyle Wynne, its Manager

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

By: WYNNE CAPITAL, INC., a Florida
corporation, its General Partner


By: 
Joel F. Wynne, President

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

By: 
Matthew Lyle Wynne, its Manager

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

By: WYNNE CAPITAL, INC., a Florida
corporation, its General Partner

By: 
Joel F. Wynne, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 NOV 18 AM 10:47

FILED