

L03000057425

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.

(((H04000012769 3)))

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

To: Division of Corporations
Fax Number : (850)205-0390

From: Account Name : MICHAEL A. PYLE, P.A.
Account Number : T20000000053
Phone : (386) 615-9007
Fax Number : (386) 676-2615

04 JUN 20 11:00

SECRETARY OF STATE

SECRETARY OF STATE

04 JUN 20 PM 3:07

FILED

MERGER OR SHARE EXCHANGE

PYLE & DELLINGER, PL

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$96.25

\$900

Electronic Filing Menu

Corporate Filing

Public Access Help

JP
1-2004



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 20, 2004

PYLE & DELLINGER, PL
1265 W. GRANADA BLVD, STE 1
ORMOND BEACH, FL 32174

SUBJECT: PYLE & DELLINGER, PL
REF: LG3000057425

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H04000012769
Letter Number: 504A00003400

04 JAN 20 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND FILED

**ARTICLES OF MERGER
OF
MICHAEL A. PYLE, P.A., a Florida Professional Corporation
INTO
PYLE & DELLINGER, PL, a Florida Professional Limited Liability Company**

The following Articles of Merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

ARTICLE I

The exact name, street address of its principal office, jurisdiction and entity type for **each** merging party are as follows:

Name and Street Address:	Jurisdiction	Entity Type
<u>Michael A. Pyle, P.A.</u>	<u>FLORIDA</u>	<u>Professional Corp.</u>
<u>1265 W. Granada Blvd., Ste. 1</u>		
<u>Ormond Beach, FL 32174</u>		

Florida Document/Registration No. P94000089184
FEI No. 59-3283701

ARTICLE II

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

Name and Street Address:	Jurisdiction	Entity Type
<u>Pyle & Dellinger, PL</u>	<u>Florida</u>	<u>Professional LLC</u>
<u>1265 W. Granada Blvd., Ste. 1</u>		
<u>Ormond Beach, FL 32174</u>		

Florida Document/Registration No. L03000057425
FEI No. 20-0563647

ARTICLE III

The attached Plan of Merger meets the requirements of section(s) 607.1108 and 608.4382, 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 and 608, Florida Statutes.

AND
 FILED
 4 JAN 20 PM 3:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLE IV

The attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the law of the State of Florida.

ARTICLE V

The merger is permitted under the law of the State of Florida and is not prohibited by the agreement of the regulations or Articles of Organization of any limited liability company that is a party to the merger.

ARTICLE IX

The merger shall become effective as of:

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


ARTICLE X

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

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Merger on this 3rd day of January, 2004.

04 JAN 20 PM 3:01
 SECRETARY M...
 TALLAHASSEE FL
 FILED

MICHAEL A. PYLE, P.A., a Florida Professional Corporation




 Nancy Graham



 MICHAEL A. PYLE, President

PYLE & DELLINGER, PL, a Florida Professional Limited Liability Company



 Nancy Graham



 MICHAEL A. PYLE, Manager

PLAN OF MERGER

Merger between **PYLE & DELLINGER, PL**, a Florida Professional limited liability company (hereinafter referred to as the "Surviving Entity"), and **MICHAEL A. PYLE, P.A.**, an Florida Professional corporation (hereinafter referred to as the "Merged Entity"). This merger is effected pursuant to this Plan of Merger ("Plan") and is being submitted in accordance with sections 607.1108 and 608.4382, Florida Statutes.

1. **Conversion of Shares.**

1. Upon the Effective Date, all **One Hundred (100)** of the shares of the Merged Entity's outstanding common stock shall be converted into **One Thousand (1,000)** membership units of the Surviving Entity's membership units in accordance with this Plan.

2. Upon the Effective Date, **One Thousand (1,000)** membership units of the Surviving Entity's units shall be issued to **Michael A. Pyle**, (hereinafter referred to as "Member").

2. **Satisfaction of Rights of Merged Entity's Shareholders.**

All of the Surviving Entity's membership units into which shares of the Merged Entity's stock shall have been converted and become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. **Effect of Merger.**

On the Effective Date, the separate existence of the Merged Entity shall, cease, and the Surviving Entity shall be fully vested in the Merged Entity's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities and duties, all as more particularly set forth in §607.1106 and 608.4382, Florida Statutes.

4. **Supplemental Action.**

If at any time after the Effective Date, Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances of further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Entity or Merged Entity, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of the Plan.

04 JAN 20 PM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 11

01/19/2004 16:18 FAX 3888762615

MICHAEL A. PYLE P.A.

005/005

5. Filing with the Florida Department of State and Effective Date.

Surviving Entity and Merged Entity shall cause their respective President, Manager or Chairman to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger.

Thereupon, such Articles of Merger shall be delivered for filing by Surviving Entity to the Florida Department of State. In accordance with §607.1105 and 608.4382 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the date the Articles of Merger are filed with the Florida Department of State

6. This merger is a tax free merger under IRC Section 368(a)(1)(A).

7. Termination.

At any time before the Effective Date (whether before or after filing of the Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both corporations.

8. If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) is/are as follows:

Michael A. Pyle
1265 W. Granada Blvd., Ste. 1
Ormond Beach, FL 32174

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 JAN 20 04 PM 3:07

FILED
AND
FILED

IN WITNESS WHEREOF, the parties have set their hands this 3rd day of January, 2004.

"Surviving Entity"

PYLE & DELLINGER, PL, a Florida Professional limited liability company

By: 
MICHAEL A. Pyle, Manager

"Merged Entity"

MICHAEL A. PYLE, P.A., a Florida Professional corporation

By: 
MICHAEL A. PYLE, President