

L04000025280

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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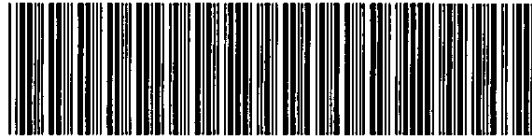
(Business Entity Name)

(Document Number)

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J. BRYAN JAN 24 2007

CHRISTOPHER B. WALDERA, P.A.

ATTORNEY AT LAW  
11300 OVERSEAS HIGHWAY  
MARATHON, FLORIDA 33050  
TELEPHONE (305) 289-2223  
FACSIMILE (305) 289-2249  
email cwaldera@aol.com

January 16, 2007

SENT VIA COURIER

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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Gentlemen:

Re: J&N, LLC and Niles Holdings, LLC Merger

Enclosed is an original and one (1) copy of the Certificate of Merger of Niles Holdings, LLC with and into J&N, LLC with the Plan of Merger attached. Also enclosed is a check made payable to the Florida Department of State in the amount of \$80.00 to cover the applicable filing fees and the cost of a certified copy.

Please process the enclosed Articles of Merger and date and file stamp the enclosed copy and return it to the undersigned in the enclosed envelope. If you have any questions, or require anything further with respect to the foregoing, please call me.

Very truly yours,



Christopher B. Waldera

CBW/MSA

Encs.

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** J & N, LLC

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Christopher B. Waldera, Esq.

(Contact Person)

Christopher B. Waldera, P.A.

(Firm/Company)

11300 Overseas Highway

(Address)

Marathon, Florida 33050

(City, State and Zip Code)

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For further information concerning this matter, please call:

Christopher B. Waldera at ( 305 ) 289-2223

(Name of Contact Person)

(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**Certificate of Merger  
For  
Florida Limited Liability Company**

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Niles Holdings, LLC	Florida	LLC #L04000029186
J & N, LLC	Florida	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
J & N, LLC	Florida	LLC #L04000025280

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

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**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

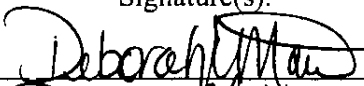
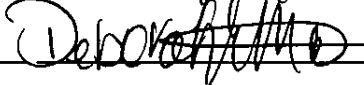
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Niles Holdings, LLC		Deborah Martin
J & N, LLC		Deborah Martin

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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PLAN OF MERGER  
OF NILES HOLDINGS, LLC  
WITH AND INTO  
J & N, LLC

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>
NILES HOLDINGS, LLC	Florida
J & N, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
J & N, LLC	Florida

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

A. On the effective date of the Merger, NILES HOLDINGS, LLC shall be merged with and into J & N, LLC. After such Merger, J & N, LLC will be the surviving party and the separate existence and identity of NILES HOLDINGS, LLC shall cease to exist.

B. At the Effective Date of the Merger:

1. The J & N, LLC (the "Surviving Party") shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of NILES HOLDINGS, LLC (the "Target Entity");

2. All and singular, the rights, privileges, powers, and franchises of Target Entity, and all property, real, personal, and mixed, and all debts due to Target Entity on whatever account, as well for stock subscriptions and all other things in action or belonging to Target Entity, shall be vested in the Surviving Party without further act or deed;

3. All property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Party as they were of Target Entity, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida or any other jurisdiction, in Target Entity, shall not revert or be in any way

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impaired;

4. All rights of creditors and all liens upon any property of Target Entity shall be preserved unimpaired, and all debts, liabilities, and duties of Target Entity shall thenceforth attach to the Surviving Party and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

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:

1. At the Effective Date of the Merger, each member of the Target Entity on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the Members, be converted into one (1) share of the membership interest of the Surviving Party (the "Surviving Party Common Stock"); provided that no fractional share of Surviving Party membership interests shall be issued or exchanged for interests of the Target Entity. Notwithstanding the foregoing, each interest of Target Entity held by the Surviving Party shall, by virtue of the Merger and without any action on the part of the Surviving Party, be canceled simultaneously with the effectiveness of the Merger.

2. The Articles of Organization of the Surviving Party as in effect on the Effective Date shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Party until changed or amended as provided by law.

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

N/A

FIFTH: If a partnership or limited partnership is the Surviving Party, the name(s) and address(es) of the general partner(s) are as follow:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
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N/A

SIXTH: If a limited liability company is the Surviving Party the name(s) and address(es) of the manager(s)/managing member(s) are as follows:

Deborah E. Martin	747 West Shore Drive, Summerland Key, Florida 33042
David Jachowski	747 West Shore Drive, Summerland Key, Florida 33042

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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:

N/A

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

The "Effective Date" of the Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

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