

Division of Corporations

Page 1 of 1

604000031867

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.

(((H04000194635 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) 203-0380

From:

Account Name : JAMES F. GULECAS, P.A.
Account Number : 120010000172
Phone : (727) 136-5200
Fax Number : (727) 734-8774

MERGER OR SHARE EXCHANGE

EXCELLENT REALTY LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	587.50

603.00

Electronic Filing Menu

Corporate Filing

Public Access Help

<https://efile.sunbiz.org/scripts/cfilcovr.exe>
604-31867
JR

9/29/2004

FAX AUDIT NUMBER H04000194635 3

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>
EXCELLENT REALTY CORP. 4013 Mariner Boulevard Spring Hill, FL 34689	Florida	Profit Corporation
<u>Florida Document/ Registration Number</u>	<u>Federal Employer Identification Number</u>	
P95000011853	59-3290969	

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>
EXCELLENT REALTY LLC 4013 Mariner Boulevard Spring Hill, FL 34689	Florida	Limited Liability Company
<u>Florida Document/ Registration Number</u>	<u>Federal Employer Identification Number</u>	
L04000031867	59-3290969*	

ARTICLES AND PLAN OF MERGER

James F. Gulecas, Esq.
Florida Bar No.: 065994
James F. Gulecas, P.A.
1968 Bayshore Boulevard
Dunedin, FL 34698
(727) 736-5300
(727) 734-8774 Fax

FAX AUDIT NUMBER H04000194635 3

FILED
PAGE 1
NOV 18 2004
CLERK OF DISTRICT COURT
JULIA PASSE FLORIDA

FAX AUDIT NUMBER H04000194635 3

* Surviving party was previously a single member limited liability company owned entirely by EXCELLENT REALTY CORP., the merging party, and has been a disregarded entity for federal tax purposes. The surviving party intends to use the merging party's FEIN as a continuation of the merging party for federal and state tax purposes.

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(3), 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.

ARTICLES AND PLAN OF MERGER

James F. Gulecas, Esq.
Florida Bar No.: 065994
James F. Gulecas, P.A.
1968 Bayshore Boulevard
Dunedin, FL 34698
(727) 736-5300
(727) 734-8774 Fax

FAX AUDIT NUMBER H04000194635 3

RECORDED
JULY 13 2005
CLERK OF COURT
JULIA HASSEB, CLERK
FLORIDA

PAGE 2

FILED

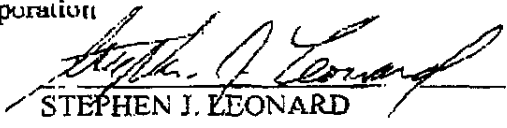
FAX AUDIT NUMBER H04000194635 3

NINTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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

EXCELLENT REALTY CORP., a Florida
Corporation

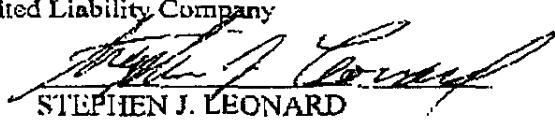
By:


STEPHEN J. LEONARD
Its President

Merging Party

EXCELLENT REALTY LLC, a Florida
Limited Liability Company

By:


STEPHEN J. LEONARD
Its Manager

Surviving Party

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

All Corporations: Signature of Chairman, Vice Chairman, President or any officer.

All General Partnerships: Signatures of two partners.

All Domestic Limited Partnerships: Signatures of all general partners.

All Non-Florida Limited Partnerships: Signature of one general partner.

All Limited Liability Companies: Signature of a member or authorized representative of a member.

All Other Business Entities: In accordance with the laws of their jurisdiction.

FILING FEES:

For each Limited Partnership: \$52.50 (If merger filed pursuant to
s. 608.4382, \$25.00)

For each Limited Liability Company: \$25.00

For each Corporation: \$35.00

For each General Partnership: \$25.00

All Others: No Charge

ARTICLES AND PLAN OF MERGER

James F. Gulecas, Esq.
Florida Bar No.: 065994
James F. Gulecas, P.A.
1968 Bayshore Boulevard
Dunedin, FL 34608
(727) 736-5300
(727) 734-8774 Fax

FAX AUDIT NUMBER H04000194635 3

PAGE 3

FILED
DEPT. OF STATE
TALLAHASSEE, FLORIDA

2004-11-18 08:41

FILED

FAX AUDIT NUMBER H04000194635 3

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 and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EXCELLENT REALTY CORP. 4013 Mariner Boulevard Spring Hill, FL 34609	Florida	Profit Corporation
<u>Florida Document/ Registration Number</u>	<u>Federal Employer Identification Number</u>	
P95000011853	59-3290969	

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EXCELLENT REALTY LLC 4013 Mariner Boulevard Spring Hill, FL 34609	Florida	Limited Liability Company
<u>Florida Document/ Registration Number</u>	<u>Federal Employer Identification Number</u>	
L04000031867	59-3290969*	

* Surviving party has been at all times prior to this merger a single member limited liability company owned entirely by EXCELLENT REALTY CORP., the merging party, and has been a disregarded entity for federal tax purposes. No separate FEIN has been obtained for EXCELLENT REALTY LLC. The surviving party intends to use the merging party's FEIN as a continuation of the merging

ARTICLES AND PLAN OF MERGER

James F. Gulecas, Esq.
Florida Bar No.: 065994
James F. Gulecas, P.A.
1968 Bayside Boulevard
Dunedin, FL 34698
(727) 736-3300
(727) 734-8774 Fax

FAX AUDIT NUMBER H04000194635 3

PAGE 4
RECEIVED
JULY 14 11:08 AM
ALACHUA COUNTY FLORIDA

FILED

FAX AUDIT NUMBER H04000194635 3

party for federal and state tax purposes.

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

The surviving party has been until this merger a single member limited liability company owned entirely by the merging party and has been a disregarded entity for federal tax purposes. The merging party shall be merged with and into the surviving party, and the merging party and the surviving party shall be a single entity. The surviving party shall be the single entity continuing after the merger, and the separate existence of the merging party shall cease on the effective date of this Agreement. The surviving party shall succeed, without other transfer, to all of the rights and property of the merging party, including real property, accounts receivable and prepaid accounts. The surviving party shall carry on business with the assets of the merging party as well as the assets of the surviving party.

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 certificates representing the shares of stock of the merging party shall be surrendered and canceled on the Effective Date. In return for which, the surviving party shall immediately issue certificates representing limited liability company membership interests in the surviving party to the shareholders of the merging party pro rata to their ownership of merging party.

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:

N/A

ARTICLES AND PLAN OF MERGER

James F. Gulecas, Esq.
Florida Bar No.: 065994
James F. Gulecas, P.A.
1968 Bayshore Boulevard
Dunedin, FL 34698
(727) 736-5300
(727) 734-8774 Fax

FAX AUDIT NUMBER H04000194635 3

PAGE 5

RECEIVED
OFFICE OF THE
CLERK OF THE
COURT
TALLAHASSEE, FLORIDA

2004-10-18 01:06:11

FILED

FAX AUDIT NUMBER H04000194635 3

FIFTH: The surviving party is a limited liability company and the name and address of the Manager are as follows:

STEPHEN J. LEONARD
4013 Mariner Boulevard
Spring Hill, FL 34609

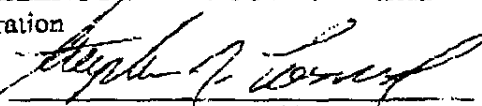
SIXTH: Other provisions, if any, relating to the merger.

It is the intention of the parties that this transaction qualify as a tax-free reorganization under Internal Revenue Code Section 368(a)(1)(F) as a mere change in identity, form, or place of organization of one corporation, or, in lieu of such qualification, as a statutory merger or consolidation pursuant to Internal Revenue Code Section 368(a)(1)(A). As the merging party has been an S corporation for federal tax purposes prior to the merger, the surviving party shall make a protective election to be treated as an S corporation for federal tax purposes pursuant to IRS Forms 8832 and 2553 effective as of the date of the merger.

DATED ~~12/18/04~~ 11/14/2004

EXCELLENT REALTY CORP., a Florida
Corporation

By:


STEPHEN J. LEONARD
Its President

Merging Party

EXCELLENT REALTY LLC, a Florida
Limited Liability Company

By:


STEPHEN J. LEONARD
Its Manager

Surviving Party

ARTICLES AND PLAN OF MERGER

James F. Gulecas, Esq.
Florida Bar No.: 065994
James F. Gulecas, P.A.
1968 Bayshore Boulevard
Dunedin, FL 34608
(727) 736-5300
(727) 734-8774 Fax

FAX AUDIT NUMBER H04000194635 3

PAGE 6

RECEIVED
OFFICE OF THE
CLERK OF THE
COURT
TALLAHASSEE, FLORIDA

NOV 14 2004

FILED