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Account Name : BARNETT, BOLT, KIRKWOOD & LONG
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MERGER OR SHARE EXCHANGE

N717CF, LLC

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$113.75

\$55.00

04 MAY 28 01:10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF MERGER
MERGING N717CF, LLC, A NORTH CAROLINA LIMITED LIABILITY COMPANY
INTO N717CF, LLC, A FLORIDA LIMITED LIABILITY COMPANY

LO440142
Pursuant to Sections 57C-9A-20 through 57C-9A-23 of the North Carolina General Statutes and Section 608.4382 of the Florida Statutes, N717CF, LLC, a Florida limited liability company hereby delivers these Articles of Merger for the purpose of merging N717CF, LLC, a North Carolina limited liability company, into N717CF, LLC, a Florida limited liability company.

1. A copy of the Plan of Merger (the "Plan") is attached as Exhibit A to these Articles of Merger.
2. The Plan was approved by N717CF, LLC, a North Carolina limited liability company in accordance with the applicable provisions of Sections 57C-9A-20 through 57C-9A-23 of the North Carolina General Statutes and the consent of its sole member.
3. The Plan was approved by N717CF, LLC, a Florida limited liability company, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.
4. The mailing address of the surviving entity is 1826 Plumbago Lane, Naples, Florida 34105-3060. The surviving entity will file a statement of any subsequent change of its mailing address with the North Carolina Secretary of State.
5. These Articles of Merger will be effective upon filing.

N717CF, LLC
a North Carolina limited liability company


L. Kerry Vicker, Manager

5/27/04
Date

N717CF, LLC
a Florida limited liability company


L. Kerry Vicker, Manager

5/27/04
Date

AND
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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by N717CF, LLC, a North Carolina limited liability company (the "NC LLC"), and N717CF, LLC, a Florida limited liability company (the "FL LLC"), in accordance with the provisions of Sections 57C-9A-20 through 57C-9A-23 of the North Carolina General Statutes and Section 608.438 of the Florida Statutes. The FL LLC is sometimes referred to herein as the "Surviving Entity".

1. Merger. The NC LLC will be merged with and into the FL LLC, pursuant to and in accordance with Sections 57C-9A-20 through 57C-9A-23 of the North Carolina General Statutes and Section 608.438 of the Florida Statutes (the "Merger"). As a result of the Merger, the separate existence of the NC LLC will cease, and the FL LLC, as the Surviving Entity, will be fully vested in the rights, privileges and assets of the NC LLC and will be responsible for the debts, liabilities and obligations of the NC LLC.
2. Surviving Entity. The name of the surviving entity is N717CF, LLC.
3. Treatment of Ownership Interests. Each membership interest in the FL LLC issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each membership interest of the NC LLC issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.
4. Management of Surviving Entity. Management of the Surviving Entity shall be vested in its Managers. The names and business addresses of the Managers of the Surviving Entity are set forth below.

L. Kerry Vickar
1826 Plumbago Lane
Naples, Florida 34105

Bryan L. Smith
1826 Plumbago Lane
Naples, Florida 34105

N717CF, LLC
a North Carolina limited liability company

N717CF, LLC
a Florida limited liability company

By:  5/27/04
L. Kerry Vickar, Manager Date

By:  5/27/04
L. Kerry Vickar, Manager Date

05/28/04
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THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

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