

LO4 000044591

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

LO4-44591

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

20659

Office Use Only



000101382380

05/07/07--01011--013 \*\*80.00

**EFFECTIVE DATE**

6/15/07

FILED

07 JUN -8 AM 7:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NRC

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Sun Sky USA, 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:

Michael J. Garavaglia  
(Contact Person)

Collins, Brown, Caldwell, Barkett & Garavaglia, Chtd.  
(Firm/Company)

756 Beachland Boulevard  
(Address)

Vero Beach, FL 32963  
(City, State and Zip Code)

For further information concerning this matter, please call:

Jean Popp at ( 772 ) 231-4343  
(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 8, 2007

MICHAEL J. GARARAGLIA  
COLLINS, BROWN, CALDWELL, BARKETT  
756 BEACHLAND BLVD.  
VERO BEACH, FL 32963

SUBJECT: SUN SKY USA, LLC  
Ref. Number: L04000044591

We have received your document for SUN SKY USA, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date 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) 245-6067.

Neysa Culligan  
Document Specialist

Letter Number: 407A00032108

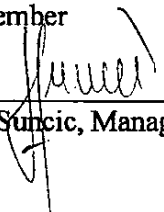
*June 4, 2007 -  
Resubmitting with corrections.*

**Certificate of Merger**

SUN SKY ASSETS MANAGEMENT, LLC, a Florida limited liability company, and SUN SKY USA, LLC, a Florida limited liability company, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

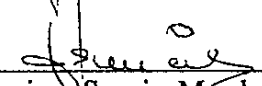
1. The Plan of Merger is attached hereto as Exhibit "A".
2. The effective date of the Merger is June 15, 2007.
3. Member approval was received on April 24, 2007.
4. SUN SKY ASSETS MANAGEMENT, LLC, adopted the Plan of Merger on April 24, 2007, by a vote of the Sole Member.
5. SUN SKY USA, LLC, adopted the Plan of Merger on April 24, 2007, by a vote of the Members.
6. The surviving entity, SUN SKY USA, LLC, has agreed to pay any Members with appraisal rights the amount to which such members are entitled under Florida Statute 608.4351 - 608.43595.

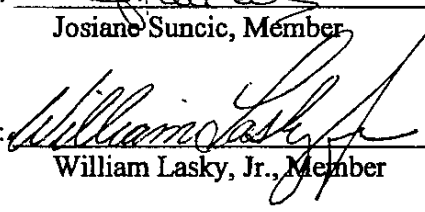
L04-45573  
SUN SKY ASSETS MANAGEMENT, LLC,  
a Florida limited liability company,  
By: SUN SKY USA, LLC,  
a Florida limited liability company,  
Sole Member

By:   
Patrice Suncic, Manager

L04-44591  
SUN SKY USA, LLC,  
a Florida limited liability company

By:   
Patrice Suncic, Member-Manager

By:   
Josiane Suncic, Member

By:   
William Lasky, Jr., Member

By:   
Kimberly Lasky, Member

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 JUN - 8 AM 7:58

FILED

FILED  
07 JUN -8 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Plan of Merger**

SUN SKY ASSETS MANAGEMENT, LLC, a Florida limited liability company, and SUN SKY USA, LLC, a Florida limited liability company, hereby adopt the following Plan of Merger pursuant to §608.438 and §608.4381 of the Florida Limited Liability Company Act.

1. Name of each company planning to merge is:

SUN SKY ASSETS MANAGEMENT, LLC, hereinafter referred to as the "Absorbed Company".

SUN SKY USA, LLC, hereinafter referred to as the "Surviving Company".

2. **Terms and Conditions:** On the effective date of the merger, the Surviving Company shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature of the Absorbed Company, and all of the property, real, personal and mixed, and all debts due on whatever account, and all and every other interest of or belonging to or due to the Absorbed Company shall be deemed to be transferred to and vested in the Surviving Company without further act or deed, and the title to any property or interest therein, vested in the Absorbed Company shall not revert or be in any other way impaired by reason of the merger.

On the effective date of the merger, the Surviving Company shall be responsible and liable for all liabilities and obligations of the Absorbed Company, and the Surviving Company may be substituted in its place. The rights of the creditors shall not be impaired by this merger. The Absorbed Company shall execute and deliver any and all documents which may be required for the Surviving Company to assume or otherwise comply with its outstanding obligations and the Surviving Company will execute all documents necessary to assume such ongoing obligations.

3. **Conversion of Member Interests:** On the effective date of the merger, all the outstanding member interests of SUN SKY ASSETS MANAGEMENT, LLC, owned by its Sole Member, SUN SKY USA, LLC, shall be surrendered and cancelled. The Certificates of Membership Interest in SUN SKY USA, LLC, whether authorized or issued, on the effective date of the merger, shall not be converted, exchanged, or otherwise effected as a result of the merger, and no new Certificates need be issued by reason of the merger.

4. **Changes in Articles of Organization:** The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger.

5. **Changes in Operating Agreement:** The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the effective date of the merger.

6. **Manager:** The Manager of the Surviving Company on the effective date of the merger shall continue as the Manager of the Surviving Company until his successor has been elected or appointed and qualified.

7. **Prohibited Transactions:** Neither of the companies involved shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Companies may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. **Approval by Members:** This Plan of Merger shall be submitted for the approval of the Members of the merging companies in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before April 24, 2007, or at such other time as to which the Managers and Members of the merging companies may agree.

9. **Effective Date of Merger:** The effective date of this merger shall be June 15, 2007.

10. **Abandonment of Merger:** This Plan of Merger may be abandoned by action of the Members of either the Surviving Company or the Absorbed Company at any time prior to the effective date on the happening of either of the following events:

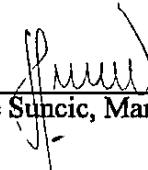
(a) If the merger is not approved by the Members of either the Surviving Company or the Absorbed Company on or before April 24, 2007; or

(b) If, in the judgment of the Members of either the Surviving Company or the Absorbed Company, the merger would be impracticable because of the number of dissenting Members asserting appraisal rights under the laws of the State of Florida.

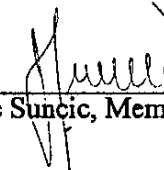
11. **Execution of Agreement:** This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

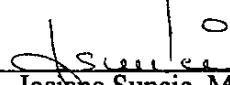
SUN SKY ASSETS MANAGEMENT, LLC,  
a Florida limited liability company

By: SUN SKY USA, LLC,  
a Florida limited liability company,  
Sole Member

By:   
Patrice Suncic, Manager

SUN SKY USA, LLC,  
a Florida limited liability company

By:   
Patrice Suncic, Member-Manager

By:   
Josiase Suncic, Member

By:   
William Lasky, Jr., Member

By:   
Kimberly Lasky, Member

FILED  
07 JUN -8 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA