

L04000044998

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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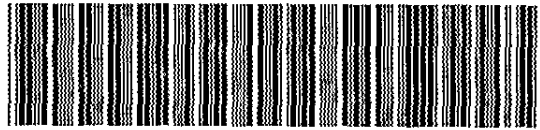
(Business Entity Name)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JUL 13 2004

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Metro Realty & Associates, Inc.**

Enclosed are Articles of Merger/ Plan of Merger regarding the above-captioned professional limited liability company and a check for:

\$60.00 Filing Fee

FROM: I. MICHAEL TUCKER  
LAW OFFICE OF I. MICHAEL TUCKER, P.L.C.  
SunTrust Bank Building, Suite 100  
498 Palm Springs Drive  
Altamonte Springs, Florida 32701  
Telephone: 407-977-8836  
Facsimile: 407-977-5252

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**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.0189, 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>
1. METRO REALTY & ASSOCIATES, INC. 670 NORTH ORLANDO AVENUE SUITE 103A MAITLAND, FLORIDA 32751 Florida Document/Registration Number: 670454	FLORIDA	CORPORATION FEI Number: 592000302
2. METRO REALTY & ASSOCIATES, LLC 670 NORTH ORLANDO AVENUE SUITE 103A MAITLAND, FLORIDA 32751 Florida Document/Registration Number: L04000044998	FLORIDA	LLC FEI Number: APPLIED FOR
3. _____ _____ _____ Florida Document/Registration Number: _____	_____	_____ FEI Number: _____
4. _____ _____ _____ Florida Document/Registration Number: _____	_____	_____ FEI Number: _____

*(Attach additional sheet(s) if necessary)*

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**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>
METRO REALTY & ASSOCIATES, LLC	FLORIDA	LLC
670 NORTH ORLANDO AVENUE		
SUITE 103A		
MAITLAND, FLORIDA 32751		
Florida Document/Registration Number: L04000044998		FEI Number: APPLIED FOR

**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(5), 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.



## 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</u>	<u>Jurisdiction</u>
METRO REALTY & ASSOCIATES, INC.	FLORIDA
METRO REALTY & ASSOCIATES, LLC	FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
METRO REALTY & ASSOCIATES, LLC	FLORIDA

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

METRO REALTY & ASSOCIATES, LLC WILL ASSUME ALL OF THE ASSETS AND OBLIGATIONS OF METRO REALTY & ASSOCIATES, INC. THE SOLE SHAREHOLDER OF METRO REALTY & ASSOCIATES, INC. SHALL BECOME THE MANAGING MEMBER AND SOLE MEMBER OF METRO REALTY & ASSOCIATES, LLC.

*(Attach additional sheet(s) if necessary)*

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**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:

ALL INTERESTS, SHARES, OBLIGATIONS OR OTHER SECURITIES OF METRO REALTY & ASSOCIATES, INC. SHALL BECOME INTERESTS, SHARES, OBLIGATIONS OR OTHER SECURITIES OF METRO REALTY & ASSOCIATES, LLC. ALL PROPERTY OF METRO REALTY & ASSOCIATES, INC. SHALL BECOME THE PROPERTY OF METRO REALTY & ASSOCIATES, LLC. THERE IS NO CASH INVOLVED IN THIS MERGER.

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:

ALL RIGHTS TO ACQUIRE INTERESTS, SHARES, OBLIGATIONS OR OTHER SECURITIES UNDER METRO REALTY & ASSOCIATES, INC. SHALL BE CONVERTED INTO RIGHTS TO ACQUIRE INTERESTS, SHARES, OBLIGATIONS OR OTHER SECURITIES UNDER METRO REALTY & ASSOCIATES, LLC.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

NOT APPLICABLE

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

CHARLES S. READ, JR.  
MANAGING MEMBER  
670 NORTH ORLANDO AVENUE  
SUITE 103A  
MAITLAND, FLORIDA 32751

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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:

NOT APPLICABLE

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

NONE

*(Attach additional sheet(s) if necessary)*