

L04000060480

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

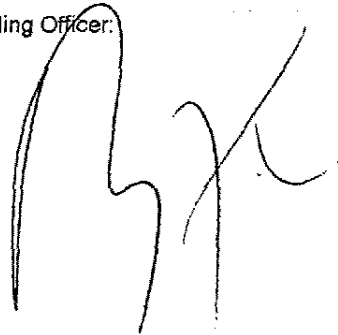
PICK-UP     WAIT     MAIL

(Business Entity Name)

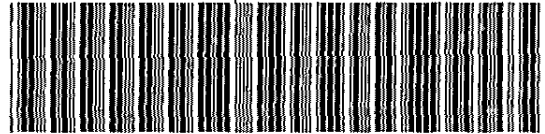
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RECEIVED  
04 AUG 30 AM 11:58  
DIVISION OF CORPORATION

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04 AUG 30 PM 5:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*St L Properties, L.L.C.*

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TALLAHASSEE, FLORIDA

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by:

Name

*WL*

Date

*8/30*

Time

*11:00*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF MERGER**

**S & L PROPERTIES GENERAL PARTNERSHIP and S & L PROPERTIES, L. L. C.**

The following articles of merger are being submitted in accordance with FS §§ 608.4382.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

- |    |                           |   |
|----|---------------------------|---|
| 1. | Name and Street Address:  | S & L Properties General Partnership<br>1714 E. Lakeview Avenue<br>Pensacola, Florida 32503 |
|    | Jurisdiction:             | State of Florida  |
|    | Entity Type:              | General Partnership   |
|    | Fla Document/Reg. Number: | N/A   |
|    | FEI Number:               | 59-3527560  |
| 2. | Name and Street Address:  | S & L Properties, L.L.C.<br>1714 E. Lakeview Avenue<br>Pensacola, Florida 32503             |
|    | Jurisdiction:             | State of Florida  |
|    | Entity Type:              | Limited Liability Company   |
|    | Fla Document/Reg. Number: | L04000060480  |
|    | FEI Number:               | 59-3527560  |

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TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

- |                           |   |
|---------------------------|---|
| Name and Street Address:  | S & L Properties, L.L.C.<br>1714 E. Lakeview Avenue<br>Pensacola, Florida 32503 |
| Jurisdiction:             | State of Florida  |
| Entity Type:              | Limited Liability Company   |
| Fla Document/Reg. Number: | L04000060480  |
| FEI Number:               | 59-3527560  |

THIRD: The **attached plan of merger** meets the requirements of FS §§ 608.438, and was approved by the limited liability company and the partnership that is a party to the merger in accordance with Chapter(s) 608 and 620, Florida Statutes.

FOURTH: If applicable, the attached plan of merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or the regulations and articles of organization of any limited liability company that is a party to the merger.

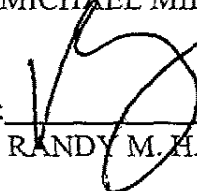
SIXTH: The merger shall become effective as of the date the articles of merger are filed with Florida Department of State.

SEVENTH: The articles of merger comply and were executed in accordance with the laws of the applicable jurisdiction.

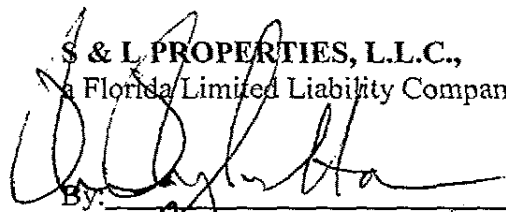
EIGHTH: Signatures for each party:

**S & L PROPERTIES GENERAL PARTNERSHIP**, a Florida General Partnership

By:   
MICHAEL MIRAGLIOTTA, Partner

By:   
RANDY M. HARRIS, Partner

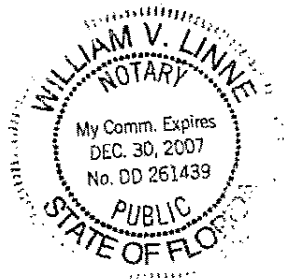
**S & L PROPERTIES, L.L.C.**, a Florida Limited Liability Company

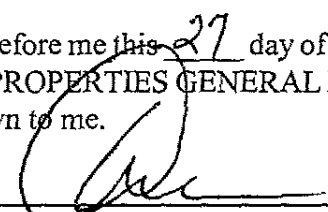
By:   
MICHAEL MIRAGLIOTTA, Its Manager and Member

By:   
RANDY M. HARRIS, Its Manager and Member

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

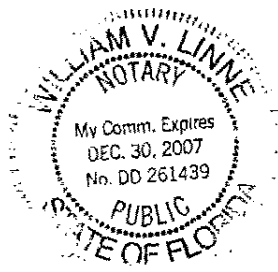
The foregoing instrument was acknowledged before me this 27 day of August, 2004, by **MICHAEL MIRAGLIOTTA**, as a partner in **S & L PROPERTIES GENERAL PARTNERSHIP**, a Florida General Partnership, who is personally known to me.

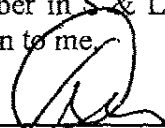


  
NOTARY PUBLIC  
Typed Name: William V. Linne  
My Commission No.: DD 261439  
My Commission Expires: 12/30/2007

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

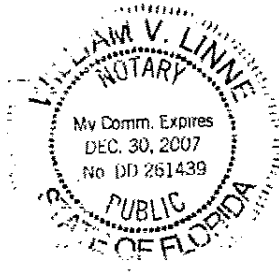
The foregoing instrument was acknowledged before me this 27 day of August, 2004, by **MICHAEL MIRAGLIOTTA**, as a Manager and Member in S & L PROPERTIES, L.L.C., a Florida limited liability company, who is personally known to me.

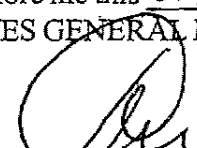


  
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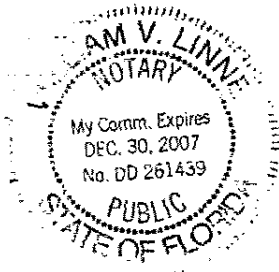
The foregoing instrument was acknowledged before me this 27 day of August, 2004, by **RANDY M. HARRIS**, as a partner in S & L PROPERTIES GENERAL PARTNERSHIP, a Florida General Partnership, who is personally known to me.




  
\_\_\_\_\_  
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STATE OF FLORIDA  
COUNTY OF ESCAMBIA

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\_\_\_\_\_  
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My Commission No.: DD 261439  
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**PLAN OF MERGER OF  
S & L PROPERTIES GENERAL PARTNERSHIP and S & L PROPERTIES, L.L.C.**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with FS §§608.4381, is being submitted in accordance with FS §§ 608.438.

FIRST: The exact name and jurisdiction of each merging party are as follows:

1.     Name and Street Address:           S & L Properties General Partnership  
  1714 E. Lakeview Avenue  
  Pensacola, Florida 32503  
                  Jurisdiction:                State of Florida
  
2.     Name and Street Address:           S & L Properties, L.L.C.  
  1714 E. Lakeview Avenue  
  Pensacola, Florida 32503  
                  Jurisdiction:                State of Florida

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

          Name and Street Address:        S & L Properties, L.L.C.  
  1714 E. Lakeview Avenue  
  Pensacola, Florida 32503  
          Jurisdiction:                    State of Florida

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

All assets in S & L Properties General Partnership will be transferred by assignment to S & L Properties, L.L.C. Each S & L Properties General Partnership partner will have the same percentage ownership interests as members of S & L Properties, L.L.C.

FOURTH: The partners of S & L Properties General Partnership hold the following percentage shares of the Partnership:

<u>Name of Partner</u>	<u>Percentage Share</u>
Michael Miragliotta	50%
Randy M. Harris	50%

The members of S & L Properties, L.L.C. hold the following units of the L.L.C.:

<u>Name of Member</u>	<u>Number of Units</u>
Michael Miragliotta	500
Randy M. Harris	500

Since the owners of interests in S & L Properties General Partnership and S & L Properties, L.L.C. are identical, following the merger of S & L Properties General Partnership into S & L Properties, L.L.C., the ownership interests in S & L Properties, L.L.C. will be held as follows:

<u>Name of Member</u>	<u>Number of Units</u>
Michael Miragliotta	500
Randy M. Harris	500

FIFTH: A limited liability company is the surviving entity and it is to be managed by two managers. The names and addresses of the manager are as follows:

Michael Miragliotta  
1714 E. Lakeview Avenue  
Pensacola, Florida 32503

Randy M. Harris  
1714 E. Lakeview Avenue  
Pensacola, Florida 32503

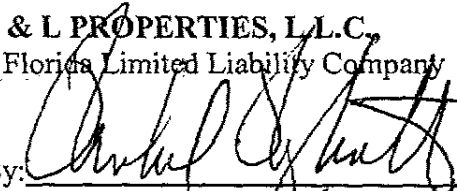
Approved and executed this 27 day of August, 2004.

**S & L PROPERTIES GENERAL  
PARTNERSHIP**, a Florida  
General Partnership

By:   
MICHAEL MIRAGLIOTTA, Partner

By:   
RANDY M. HARRIS, Partner

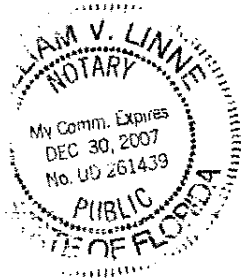
**S & L PROPERTIES, L.L.C.**,  
a Florida Limited Liability Company

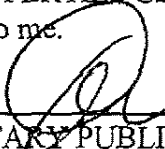
By:   
MICHAEL MIRAGLIOTTA, Its Manager  
and Member

By:   
RANDY M. HARRIS, Its Manager  
and Member

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

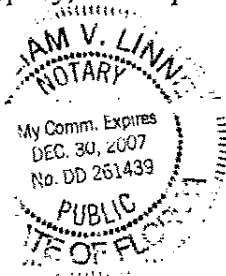
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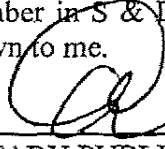


  
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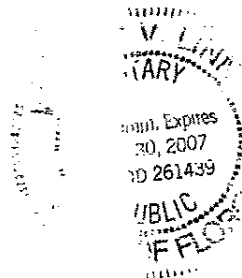
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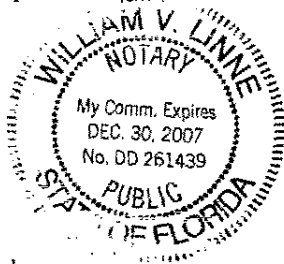


  
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