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MERGER OR SHARE EXCHANGE

Crawford Florida, LLC

Certificate of Status	0
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\$80.00

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**AGREEMENT, PLAN AND CERTIFICATE OF MERGER****FILED**

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of the close of business on February 2, 2006, among **CRAWFORD FLORIDA, LLC**, a Florida limited liability company ("Crawford Florida"), and **CRAWFORD MANAGEMENT GROUP, LLC**, a Michigan limited liability company ("Crawford Management"), under the Michigan Act 23, Public Acts of 1993 (the "Michigan Act") and Sections 607.1109, 608.4382 and/or 620.203 of the Florida Limited Liability Company Act (the "Florida Act").

Crawford Florida and Crawford Management agree to and do hereby effect the merger of Crawford Management with and into Crawford Florida (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

**1. CONSTITUENT COMPANIES**

- a. The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

Name	State of Organization	Florida ID Number	Michigan ID Number	Date of Organization
Crawford Florida, LLC	Florida	L04000051195 FEI 202648850	B9286M	8/18/04 FL 4/21/05 MI Qualification
Crawford Management Group, LLC	Michigan	M04000002472 FEI 200657410	B7965N	1/12/04 MI 6/23/04 FL Qualification

- b. The surviving limited liability company of the Merger (the "Surviving LLC") and its identification number is:

Crawford Florida, LLC

Michigan B9286M  
Florida 202648850**2. TERMS AND EFFECT OF MERGER**

- a. On the Effective Date, Crawford Management will cease to exist separately, and will be merged with and into Crawford Florida in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act.

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- b. On the Effective Date, on consummation of the Merger, the members of, and their membership interests in, the Surviving LLC will be the same as those of Crawford Florida prior to the consummation of the Merger

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**3. ARTICLES OF ORGANIZATION; OPERATING AGREEMENT**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Organization of Crawford Florida and Operating Agreement of Crawford Florida shall be the Articles of Organization and Operating Agreement of the Surviving LLC.

**4. FILING OF AGREEMENT; EFFECTIVE DATE**

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Labor & Economic Growth Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act.
- b. The effective date and time of the Merger (the "Effective Date") the date of filing of this Agreement.

**5. ADOPTION AND APPROVAL**

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the Members of Crawford Florida and the Members of Crawford Management in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate

**6. COPIES OF THIS AGREEMENT**

An original, executed copy of this Agreement will remain on file at Crawford Florida's principal place of business, the address of which is 3000 Immokalee Road, Suite 5, Naples, Florida 34110

A copy of this Agreement will be provided by Crawford Florida upon request and without cost to any member of any domestic LLC or any person holding an interest in any other business entity which is to merge or consolidate.

**7. MERGER PERMITTED UNDER MICHIGAN AND FLORIDA LAW**

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

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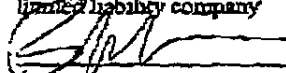
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IN WITNESS WHEREOF, the undersigned have caused this Agreement, Plan and Certificate of Merger to be executed as of the day and year first above written.

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CRAWFORD FLORIDA, LLC, a Florida  
limited liability company



Robert J. Gordon, Authorized Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CRAWFORD MANAGEMENT GROUP,  
LLC



Robert J. Gordon, Authorized Agent

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