

L040000061436

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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(Business Entity Name)

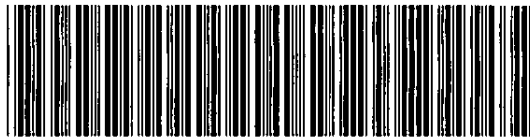
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

mc 5/2/08

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Buy SELL REALTY LC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

ROBERT M. OLSON
(Contact Person)
Buy SELL REALTY LC
(Firm/Company)
834 S. GRANDVIEW AVE
(Address)
DAYTONA BEACH, FL 32118
(City, State and Zip Code)

For further information concerning this matter, please call:

ROBERT M. OLSON at (352) 351-2061
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00 No

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
LOI-5448 UTEX LLC	FLORIDA	LLC
4 LESS MLS	NEVADA	CORPORATION
BUY SELL REALTY LC	FLORIDA	LC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BUY SELL REALTY LC	FLORIDA LO4-61436	LC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Buy SELL REALTY LC
ROBERT M. OLSON

834 S. GRANDVIEW AVE
DAYTONA BEACH, FL 32118

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
UTEX LLC	<i>Robert M. Olson</i>	ROBERT M. OLSON
<i>Robert M. Olson</i>	<i>Robert M. Olson</i>	MANAGER
4 LESS MLS	<i>Robert M. Olson</i>	ROBERT M. OLSON
<i>Robert M. Olson</i>	<i>Robert M. Olson</i>	PRESIDENT
BUY SELL REALTY LC	<i>Robert M. Olson</i>	PRESIDENT - ROBERT M. OLSON

Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships: Signature of a general partner or authorized person

Florida Limited Partnerships: Signatures of all general partners

Non-Florida Limited Partnerships: Signature of a general partner

Limited Liability Companies: Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UTEX LLC	FLORIDA	LLC
4LESS MLS	NEVADA	CORPORATION

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Buy SELL REALTY LC	FLORIDA	LC

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

PARTIES AGREE THAT THEIR OWN LIABILITY REMAIN PERSONALLY. SECONDLY, THE PARTIES AGREE THAT PRIOR INVENTORY CONTAINED IN MERGER AND EXPENSES THERE OF TO STORE AND DISPOSE OF AND PROFITS THERE OF THAT EXPENSES ARE TO BE PAID FIRST AND OBLIGATES ALL ASSETS MINUS EXPENSES.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

A 3 TO 1 CONVERSION REDUCTION

ROBERT	M. OLSON	82.23 %
DIANN	S. STEELE	14.666 %
DONALD	WEHRMAN	1.11 %
BEATRICE	SHELICK	1.11 %
ALTON	L. STEELE	.89 %

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

08 MAY -1 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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