

Jan-25-2005

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From: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

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MERGER OR SHARE EXCHANGE

6101 LLC

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FLORIDA DEPARTMENT OF STATE
Gilda E. Hood
Secretary of State

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2005 JAN 26 A 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 21, 2005

6101 LLC
815 NORTH ROYAL STREET
SUITE 220
ALEXANDRIA, VA 22314

SUBJECT: 6101 LLC
REF: 104000068674

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VISIONS OF CORPORATION

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF MERGER
OF
ADVANTOR CORPORATION
INTO
6101 LLC

2005 JAN 20 A 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act and Sections 13.1-720 of the Code of Virginia, 6101 LLC, a Florida limited liability company (the "Surviving Company") and Advantor Corporation, a Virginia corporation (the "Merging Company"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of Advantor Corporation into 6101 LLC (the "Merger"), which will be the surviving limited liability company in the merger.

1. The principal office of the Merging Company in Florida is 6101 Lake Ellenor Dr., Orlando, Florida 32809.

2. The principal office of the Surviving Company is 1707 Orlando Central Parkway, Suite 150, Orlando, Florida 32809.

3. Attached to these Articles of Merger as Exhibit A is the Agreement and Plan of Merger (the "Plan of Merger") for merging Advantor Corporation, a Virginia corporation (the "Merging Company") with and into 6101 LLC, a Florida limited liability company (the "Surviving Company"). The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes and Section 13.1-722, Code of Virginia.

4. The shareholders of the Merging Company and the members of the Surviving Company each approved and adopted the Plan of Merger by unanimous written consent on December __, 2004.

5. The merger of the Merging Company with and into the Surviving Company is permitted by the laws of the State of Florida and Commonwealth of Virginia, has been authorized in compliance with said laws, and is not prohibited by the Articles of Incorporation or Bylaws of the Merging Company or the Regulations and Operating Agreement or Articles of Organization of the Surviving Company.

6. The effective time and date of the Merger shall be upon the filing of these Articles of Merger.

7. The Articles of Merger were executed in accordance with and comply with the laws of the State of Florida and Commonwealth of Virginia.

8. The Surviving Company has complied with the laws of the State of Florida in effecting the merger.

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IN WITNESS WHEREOF, the undersigned have executed this document on this 27th
day of December, 2004.

6101 LLC

a Florida limited liability company

By: Jane Landis

JANE LANDIS

As Its Manager

By: H. Todd Flemming

H. TODD FLEMMING

As Its Manager

ADVANTOR CORPORATION

a Virginia corporation

By: H. Todd Flemming

H. TODD FLEMMING

As Its President

2005 JAN 20 A 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A

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AGREEMENT AND PLAN OF MERGER

BETWEEN

6101 LLC

AND

ADVANTOR CORPORATION

2005 JAN 20 A 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER adopted by 6101 LLC, a limited liability company organized under the laws of the State of Florida, by consent of its manager member as of September __, 2004, and adopted by Advantor Corporation, a corporation organized under the laws of the State of Virginia, by consent of its shareholders as of September __, 2004.

WHEREAS, 6101 LLC is a duly organized and existing limited liability company under the laws of the State of Florida; and

WHEREAS, Advantor Corporation is a duly organized and existing stock corporation organized under the laws of the State of Virginia; and

WHEREAS, the shareholders of Advantor Corporation and the members of 6101 LLC deem it advisable that Advantor Corporation (the "Merging Company") merge with and into 6101 LLC (the "Surviving Company") as hereinafter specified;

NOW, THEREFORE, the Merging Company and the Surviving Company agree as follows:

1. *Merger and Termination of Separate Existence.* The Merging Company shall, pursuant to the provisions of the Florida Limited Liability Company Act, be merged with and into the Surviving Company, which shall be the surviving limited liability company upon the effective time and date of the merger, and which shall continue to exist as said Surviving Company under its present name pursuant to the provisions of the laws of the jurisdiction of its organization, the State of Florida. The separate existence of the Merging Company shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Limited Liability Company Act and the Virginia Stock Corporation Act.

2. *Effective Date.* In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the Merging Company and in accordance with the Virginia Stock Corporation Act and the Surviving Company in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and in the event that the merger of the Merging Company with and into the Surviving Company shall have been duly authorized in compliance with the laws of both jurisdictions, the Merging Company and the Surviving Company hereby stipulate that they shall cause the appropriate persons to execute, file and/or record any document or documents prescribed by the laws of the State of Florida or Commonwealth of Virginia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger. The effective time and date of the Merger shall be upon the filing of Articles of Merger with the Florida Department of State (the "Effective Date").

3. *Articles of Organization.* The Articles of Organization of 6101 LLC will be the Articles of Organization of the Surviving Company and shall continue in full force and effect

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until amended in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company, the State of Florida.

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JAN 26 2005
TALLAHASSEE FLORIDA
4. *Operating Agreement.* The Regulations and Operating Agreement (the "Operating Agreement") of 6101 LLC shall be the Operating Agreement of the Surviving Company and shall continue in full force and effect until changed, altered, or amended as provided in such Operating Agreement and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company, the State of Florida.

5. *Shares in Merging Company.* At the Effective Date, by virtue of the merger and without any further action on the part of the Merging Company, all interests in the Merging Company immediately prior to the effective time and date of the merger shall be extinguished and cease to exist and no consideration shall be paid to the shareholders of the Merging Company.

6. *Member Interests in Surviving Company.* At the Effective Date, by virtue of the merger and without any further action on the part of the surviving company, the membership interests of the members in the Surviving Company shall continue to exist unchanged by the merger.

7. *Conversion of Shares of Merging Company.* No conversion of shares shall be necessary. The shareholders of the Merging Company immediately prior to the Effective Date are and shall remain members of the Surviving Company, in the same proportion of ownership as prior to the Effective Date. The shares of the Merging Company shall be surrendered for cancellation.

8. *Managers.* The Managers of the Surviving Company at the Effective Date shall remain as Managers of the Surviving Company until their successors are elected or qualified or their tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving Company. The names and business addresses of the Managing Members of the Surviving Company are as follows: Jane Landis, 815 N. Royal St., Suite 220, Alexandria, VA 22314 and Todd Flemming, 1707 Orlando Central Parkway, Suite 350, Orlando, FL 32809.

9. *Approval of Plan of Merger.* The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the Merging Company in accordance with the Virginia Stock Corporation Act, and the members of the Surviving Company for the members' approval or rejection in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and the merger of the Merging Company with and into the Surviving Company shall be authorized in the manner prescribed by the laws of the Commonwealth of Virginia and the jurisdiction of the organization of the Surviving Company, the State of Florida.

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10. *Effect of Merger.* At the effective time and date of the merger, the Surviving Company shall be responsible and liable for all of the liabilities and obligations of the Merging Company. At the effective time and date of the merger, the Surviving Company shall possess all the rights, privileges, immunities, powers, and purposes, of the Merging Company; all the property, real and personal, shall vest in the Surviving Company without further act or deed; and the Surviving Company shall assume and be liable for all the liabilities, obligations, and penalties of the Surviving Company and the Merging Company.

11. *Subsequent Actions.* The officers and other authorized persons of the Merging Company and Managers of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the undersigned have executed this document on this 27th day of December, 2004.

6101 LLC

a Florida limited liability company

By: Jan Lander

As Its Manager

By: M. J. M. P.

As Its Manager

ADVANTOR CORPORATION

a Virginia corporation

By: W. J. M. P.

As Its President

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