

L04000072090

(Requestor's Name)

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(Address)

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PICK-UP WAIT MAIL

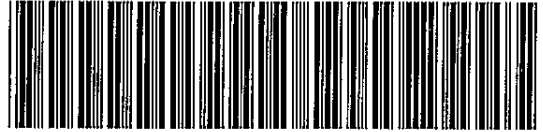
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 766302 81093A
AUTHORIZATION : *Debbie Skipper*
COST LIMIT : \$ 50.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 19, 2005
ORDER TIME : 2:57 PM
ORDER NO. : 766302-005
CUSTOMER NO: 81093A

ARTICLES OF MERGER

OPUS 9 ENTERPRISES, LLC

INTO

ZERO RADIUS ENTERPRISES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED
05 DEC 19 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 20, 2005

DEBBIE SKIPPER
CSC
TALLAHASSEE, FL

SUBJECT: OPUS 9 ENTERPRISES, LLC
Ref. Number: L04000072090

*Resubmit - please use
Original submission date
as file date
Thy
D*

We have received your document for OPUS 9 ENTERPRISES, LLC and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

The articles of merger must reflect that the surviving entity 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.

The articles of merger must reflect that 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.

ALSO, the plan of merger must list the names and addresses of the MANAGERS or MANAGING MEMBERS of the surviving LLC.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 605A00072679

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See Art 5 of plan

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, 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/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
OPUS 9 ENTERPRISES, LLC 23640 Walden Center Drive #304 Bonita Springs, Florida 34134	Florida	Limited Liability Company
Florida Document/Registration No.:	L04000072090	FEI: 20-1710754

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ZERO RADIUS ENTERPRISES, LLC 23640 Walden Center Drive #304 Bonita Springs, Florida 34134	Delaware	Limited Liability Company
Florida Document/Registration No.:	N/A	FEI: 20-3957639

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

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ZERO RADIUS ENTERPRISES, LLC 23640 Walden Center Drive #304 Bonita Springs, Florida 34134	Delaware	Limited Liability Company
Florida Document/Registration No.:	N/A	FEI: 20-3957639

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes. The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FOURTH: The surviving party 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 members of each domestic limited liability company that is a party to the merger. The surviving party agrees to pay the dissenting members of each domestic limited liability company that is a party to the merger the amount to which they are entitled under sections 608.4384, Florida Statutes.

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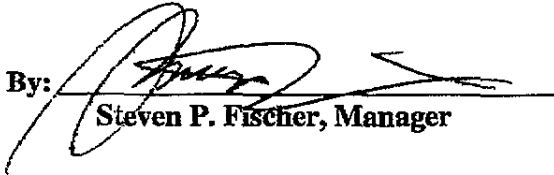
FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Organization of the limited liability company that is a party to the merger.

FIFTH: The merger shall be effective as of the date the Articles of Merger are filed with Florida Department of State.

SIXTH: The Articles of Merger comply and are executed in accordance with the laws of the State of Florida.

SEVENTH: Signatures for each party are as follows:

OPUS 9 ENTERPRISES, LLC,
a Florida LLC

By: 
Steven P. Fischer, Manager

ZERO RADIUS ENTERPRISES, LLC,
a Delaware, LLC

By: 
Craig R. Hersch, Authorized Person

PLAN OF MERGER

This Plan of Merger is entered into by and between OPUS 9 ENTERPRISES, LLC, a Florida Limited Liability Company; and ZERO RADIUS ENTERPRISES, LLC, a Delaware Limited Liability Company. The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381 and Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

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

<u>Name:</u>	<u>Jurisdiction:</u>
OPUS 9 ENTERPRISES, LLC	Florida
ZERO RADIUS ENTERPRISES, LLC	Delaware

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

<u>Name:</u>	<u>Jurisdiction:</u>
ZERO RADIUS ENTERPRISES, LLC	Delaware

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

- (A) All assets and liabilities of OPUS 9 ENTERPRISES, LLC, a Florida LLC will be transferred to ZERO RADIUS ENTERPRISES, LLC, a Delaware LLC. This transaction shall occur upon acceptance by the State of Florida of the Certificate of Merger on the effective date specified therein, and immediately at such time, OPUS 9 ENTERPRISES, LLC, a Florida LLC shall cease to exist. The provisions of the Operating Agreement of ZERO RADIUS ENTERPRISES, LLC, a Delaware LLC, shall govern the membership interests of the parties from said date forward.
- (B) The parties to this Agreement intend for the merger to be accomplished as an "Assets Over" transaction in accordance with Proposed Treasury Regulation §1.708-1(c)(2)(i), as may be amended, so that the transaction is considered a tax free merger of partnership interests. To that end, the Parties to this Agreement do hereby include any provision which shall be required in order for this transaction to be considered tax free to the partners and

members of the various entities, and do retroactively exclude any provision which would so disqualify the transaction from tax free treatment.

- 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 described in paragraph Third herein.
- (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 described in paragraph Third herein.

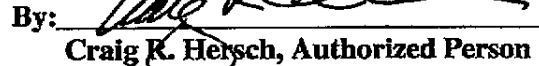
FIFTH: The name and address of the manager of the surviving limited liability company is: STEVEN P. FISCHER, 23640 Walden Center Drive #304, Bonita Springs, Florida 34134.

Approved and Agreed this 15 day of December, 2005.

OPUS 9 ENTERPRISES, LLC,
a Florida LLC

By: 
Steven P. Fischer, Manager

ZERO RADIUS ENTERPRISES, LLC,
a Delaware, LLC

By: 
Craig K. Hersch, Authorized Person