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5/10 merger

W04-75241

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04/20/05--01024--002 **35.00

05/12/05--01010--006 **25.00

05 MAY 10 PM 3:06

**SPINK &
OUELLETTE, P.A.**
ATTORNEYS AT LAW

Rodger L. Spink
Adam J. Ouellette
Jeremy A. Cohen

April 18, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger for Cooperative Title and Escrow, L.L.C and Cooperative Title and Escrow, Inc.

Dear Sir or Madame:

Enclosed please find the original Articles of Merger for the above-referenced corporations. Please file same with the Secretary of State. I have also enclosed a check in the amount of \$35.00 representing the filing fee required by the state.

Thank you in advance for your time and cooperation.

Sincerely,



Linda S. Maher
Legal Assistant

/lsm
Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cooperative Title and Escrow, L.L.C.

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rodger L. Spink, Esq.
Spink and Ouellette, P.A.
100 S.E. 3rd Avenue
Suite 1910
Fort Lauderdale, FL 33394

For further information concerning this matter, please call:

Rodger L. Spink, Esq. 954-523-0955



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 28, 2005

LINDA S. MAHER
SPINK & OUELLETTE, P.A.
100 S.E. 3RD STREET, SUITE 2108
FORT LAUDERDALE, FL 33394

SUBJECT: COOPERATIVE TITLE AND ESCROW, LLC
Ref. Number: L04000075241

We have received your document for COOPERATIVE TITLE AND ESCROW, LLC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file this Merger is \$60.00, which includes \$25.00 for the Limited Liability Company and \$35.00 for the Corporation. Also, the Plan of Merger must state whether the survivor will be managed by Managers or Managing Members and you must provide the names and addresses of such Managers/Managing Members.

There is a balance due of \$25.00.

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

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 705A00029763

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Cooperative Title and Escrow L.L.C.	Broward County, Florida	LO4000075241

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Cooperative Title and Escrow, L.L.C.	Broward County, Florida	
Cooperative Title and Escrow, Inc.	Broward County, Florida	PG9000086484

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

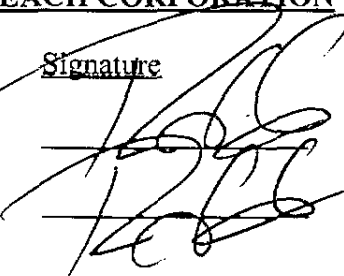
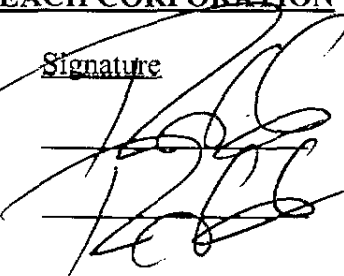
Fifth: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/17/04.

Sixth: Adoption of Merger by merging corporations.

The Plan of Merger was adopted by the shareholders of the merging corporation on 12/17/04.

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Cooperative Title and Escrow, L.L.C.		Rodger L. Spink, President
Cooperative Title and Escrow, Inc.		Rodger L. Spink, President

MAY 10 PM 3:36
FILED

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Cooperative Title and Escrow, L.L.C.	Broward County, Florida	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Cooperative Title and Escrow, L.L.C.	Broward County, Florida	
Cooperative Title and Escrow, Inc.	Broward County, Florida	

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

Cooperative Title and Escrow, Inc. will merge with Cooperative Title and Escrow, L.L.C. and shall then cease to exist. Such merger shall become effective upon filing of the Articles of Merger. Cooperative Title and Escrow, Inc. has 50 voting and 50 non-voting shares of stock. All 100 authorized shares have been issued. Cooperative Title and Escrow, L.L.C. has 100 units: 50 voting and 50 non-voting. The shareholders of Cooperative Title and Escrow, Inc. will exchange their shares for an equal number of units in Cooperative Title and Escrow, L.L.C. upon the signing of the Articles of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligation, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

There shall be an exchange of Cooperative Title and Escrow, L.L.C. units for shares of stock in Cooperative Title and Escrow, Inc. on a one-for-one basis.

THE FOLLOWING MAY BE SET FORTH IS APPLICABLE:

Amendments to the Articles Incorporation of the surviving corporation are indicated below or attached as an exhibit:

None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

The coporation will be managed by Managing Partners who are:

Rodger L. Spink, Esq.
5655 S. University Drive
Davie, Florida 33328

Adam J. Ouellette, Esq.
5655 S. University Drive
Davie, Florida 33328