

LD4000083908

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TELEPHONE (561) 395-1707
FAX (561) 368-0687

July 19, 2013

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

Re: Certificate of Merger and Plan of Merger
SEACREST ENTERPRISES REALTY AND LEASING, LLC
(Document #L04000083912) merging into
FOUR HUNDRED ENTERPRISES, LLC
(Document #L04000083908)

Dear Sir:

Enclosed for filing please find the Certificate of Merger and Plan of Merger whereby Seacrest Enterprises Realty and Leasing, LLC is merged into the surviving Four Hundred Enterprises, LLC.

Our check in the amount of \$50.00 made payable to Secretary of State is enclosed. Please provide acknowledgement of this filing.

Sincerely yours,


Leo A. Fox

*Sign in my absence
to expedite mailing*

LAF/yf
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JUL 22 AM 10:22

**CERTIFICATE OF MERGER
OF
SEACREST ENTERPRISES REALTY AND LEASING, LLC
INTO
FOUR HUNDRED ENTERPRISES, LLC**

CERTIFICATE OF MERGER among FOUR HUNDRED ENTERPRISES, LLC, a Florida limited liability company ("Surviving Entity") and SEACREST ENTERPRISES REALTY AND LEASING, LLC, a Florida limited liability company ("Disappearing Entity").

Pursuant to Section 608.4382 of the Florida Statutes, the Surviving Entity and the Disappearing Entity adopt the following Certificate of Merger:

1. The Agreement and Plan of Merger dated July 1, 2013, between the Disappearing Entity and the Surviving Entity was approved and adopted by all of the members of both the Disappearing Entity and the Surviving Entity as of July 1, 2013 (the "Effective Date of Merger").
2. The Agreement and Plan of Merger is attached hereto as **Exhibit A** and incorporated by reference (the "Plan of Merger").
3. The Plan of Merger was approved by all of the members of both the Disappearing Entity and the Surviving Entity in accordance with the applicable provisions of 608, Florida. Statutes.
4. This Certificate of Merger shall be filed with the Florida Department of State and to evidence of record the merger between the Disappearing Entity and the Surviving Entity on the Effective Date of Merger.

IN WITNESS WHEREOF, the parties hereto have set their hands this 12 day July, 2013.

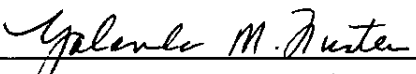
WITNESSES:

DISAPPEARING ENTITY:

As to Eric Moum, M.D.

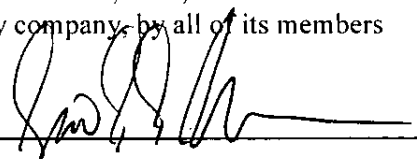


Print Name: **LEO A. FOX**




Print Name: **YOLANDA M. FOSTER**

SEACREST ENTERPRISES REALTY
AND LEASING, LLC, a Florida limited
liability company, by all of its members

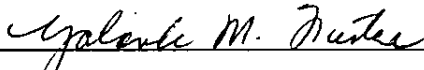
By: 

Name: Eric Moum, M.D.
Title: Manager

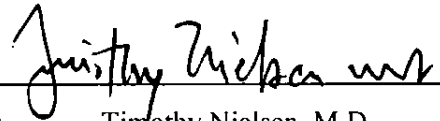
As to Timothy Nielsen, M.D.



Print Name: LEO A. FOX



Print Name: YOLANDA M. FOSTER

By: 

Name: Timothy Nielsen, M.D.
Title: Manager


SURVIVING ENTITY:

FOUR HUNDRED ENTERPRISES, LLC, a
Florida limited liability company, by all of
its members

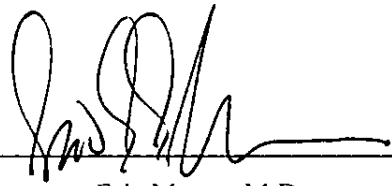
As to Eric Moum, M.D.



Print Name: LEO A. FOX



Print Name: YOLANDA M. FOSTER

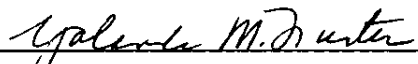
By: 

Name: Eric Moum, M.D.
Title: Manager


As to Timothy Nielsen, M.D.



Print Name: LEO A. FOX



Print Name: YOLANDA M. FOSTER

By: 

Name: Timothy Nielsen, M.D.
Title: Manager

AGREEMENT AND PLAN OF MERGER

The merger by and among **FOUR HUNDRED ENTERPRISES, LLC**, a Florida limited liability company (the "**Surviving Entity**") and **SEACREST ENTERPRISES REALTY AND LEASING, LLC**, a Florida limited liability company (the "**Disappearing Entity**") (collectively, the "**Constituent Entities**") is being effectuated pursuant to this Plan of Merger ("**Plan**") and in accordance with the provisions of Section 608.4382, Florida Statutes.

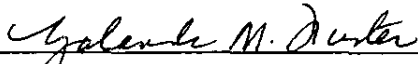
1. Articles of Organization. The Articles of Organization of the Surviving Entity, as previously amended and in effect prior to June 30, 2013 (the "**Effective Date**") shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.
2. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Entity shall cease and the Surviving Entity shall be fully vested with the Disappearing Entity's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities and duties, all as more particularly set forth in Section 608.438, Florida Statutes.
3. Supplemental Action. If at any time after the Effective Date, the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Entity or the Disappearing Entity, as the case may be, shall execute and deliver, upon the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.
4. Filing with the Florida Department of State and Effective Date. Upon the Effective Date, as provided in the Certificate of Merger of which this Plan is a part, the Disappearing Entity and the Surviving Entity shall cause their respective managing members to execute the Certificate of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth therein and shall become an exhibit to such Certificate of Merger. Thereupon, such Certificate of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State.
5. Ownership Interest. As of the Effective Date, Dr. Timothy Nielsen and Dr. Eric Moum shall remain managers of the Surviving Entity, each with an undivided one-half interest in the Surviving Entity.

Dated this 12 day of July, 2013.

WITNESSES:

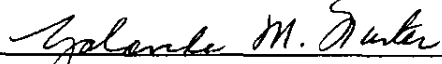
As to Eric Moum, M.D.


Print Name: LEDA FOX


Print Name: YOLANDA M. FOSTER

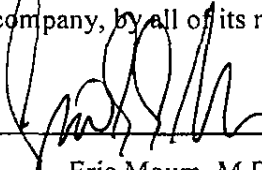
As to Timothy Nielsen, M.D.



Print Name: LEDA FOX


Print Name: YOLANDA M. FOSTER

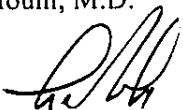
DISAPPEARING ENTITY:

SEACREST ENTERPRISES REALTY
AND LEASING, LLC, a Florida limited
liability company, by all of its members

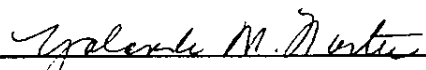
By: 
Name: Eric Moum, M.D.
Title: Manager

By: 
Name: Timothy Nielsen, M.D.
Title: Manager

As to Eric Moum, M.D.



Print Name: **LEO A. FOX**

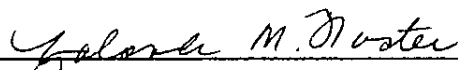


Print Name: **YOLANDA M. FOSTER**

As to Timothy Nielsen, M.D.



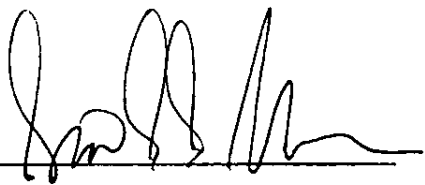
Print Name: **LEO A. FOX**



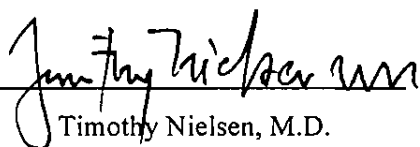
Print Name: **YOLANDA M. FOSTER**

SURVIVING ENTITY:

FOUR HUNDRED ENTERPRISES, LLC, a
Florida limited liability company, by all of
its members

By: 

Name: Eric Moum, M.D.
Title: Manager

By: 

Name: Timothy Nielsen, M.D.
Title: Manager