

L04000085056

Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE

SPISULA, LLC

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 10, 2004

SPISULA, LLC
1141 CORAL WAY
RIVIERA BEACH, FL 33404

SUBJECT: SPISULA, LLC
REF: L04000085056

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6913.

Diane Cushing
Document Specialist

FAX Aud. #: H04000243087
Letter Number: 704A00069108

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

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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 and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. SPISULA, L.L.C. 2838 High Street Port Norris, NJ 08349	NEW JERSEY	LLC
Florida Document/Registration Number: _____		FEI Number: _____
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SPIGULA, LLC	Florida	
1141 Coral Way		
Riviera Beach, FL 33404		

Florida Document/Registration Number: L04000025056 FEI Number: 71113

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby 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.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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each party

Name of In

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity _____

Signature(s) _____

Typed or Printed Name of Individual

John W. Keller

John W. Kelleher, Managing Member
1141 Coral Way
Riviera Beach, FL 33404

John W. Kallala

John W. Kelleher, Managing Member
1141 Coral Way
Riviera Beach, FL 33404

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EXHIBIT A

PLAN AND AGREEMENT OF MERGER
OF
SPISULA, L.L.C. (A New Jersey limited liability company)
INTO
SPISULA, LLC (A Florida limited liability company)

This Plan and Agreement of Merger made and entered into on the 23rd day of November, 2004, by and between SPISULA, L.L.C., a New Jersey limited liability company (herein sometimes referred to as the merging entity) and SPISULA, LLC (A Florida limited liability company), (herein sometimes referred to as the surviving entity), said entities hereinafter sometimes referred to jointly as the Constituent entities.

WITNESSETH:

WHEREAS SPISULA, L.L.C. (A New Jersey limited liability company) is a limited liability company organized and existing under the laws of the state of New Jersey with statement of registration having been filed in the office of the New Jersey State Treasurer on September 6, 1996; and

WHEREAS SPISULA, LLC (A Florida limited liability company) is a Limited Liability company organized and existing under the laws the state of Florida, its Certificate of Organization having been filed in the office of the Secretary of State of the state of Florida on November 23, 2004 and

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WHEREAS the Members of the merging limited liability company and the Members of the Surviving Limited Liability company deem it advisable that SPISULA, L.L.C. (A New Jersey limited liability company), the merging entity, be merged into SPISULA, LLC (A Florida limited liability company), (the surviving entity) on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the New Jersey Limited Liability Company Act and the applicable provisions of the Florida Limited Liability Company Act which permit such merger;

NOW THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, the merging entity and the surviving entity, by the Members of the merging entity and the Members of the surviving entity have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The merging entity and the surviving entity shall be merged into a single entity, in accordance with applicable provisions of the New Jersey and Florida Limited Liability company Laws, by SPISULA, L.L.C. (A New Jersey limited liability company) merging into SPISULA, LLC (A Florida limited liability company), which shall be the surviving entity.

ARTICLE II

This merger shall be effective on the date of filing with the office of the Florida Secretary of State .

1. The two constituent entities shall be a single entity, which shall be the surviving entity, and the separate existence of the

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entities shall cease except to the extent provided by law in the case of an Entity after its merger into another entity.

2. The surviving entity shall thereupon and thereafter, possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the merging entity; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to the merging entity, shall be taken and deemed to be vested in the surviving entity without further act or deed.

3. The surviving entity shall thenceforth be responsible and liable for all of the liabilities and obligations of the merging entity; and any claim existing or action or proceeding pending by or against the merging entity may be prosecuted to judgment or, if deemed necessary the surviving entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the constituent entities shall be impaired by the merger;

4. The aggregate amount of the net assets of the constituent entities which was available for distribution to the Members of the merging limited liability company and to the Members of the surviving limited liability company immediately prior to the merger shall continue to be available for distribution to the Members of the surviving entity.

5. The Operating Agreement of SPISULA, LLC (A Florida limited liability company). as existing and constituted immediately prior to the effective date of merger shall be and constitute the Operating Agreement of the surviving entity.

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ARTICLE III

The Certificate of Organization of the surviving entity filed with the office of the Florida Secretary of State on November 23, 2004, shall be the Certificate of Organization of the surviving entity on the effective date of this merger.

ARTICLE IV

The manner and basis of converting the interest of the merging entity into interests of the surviving entity is as follows:

(1) The assets and liabilities of the merging entity shall be transferred to the surviving entity. The Members of the merging entity shall surrender their interest and they shall be cancelled.

(2) The interest of the Members in the surviving entity shall be unaffected by the merger.

(3) After the effective date of the merger, only the interest held by the Members of the surviving entity shall be a valid interest.

ARTICLE V

The surviving entity, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE VI

If at any time the surviving entity shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving entity the title to any property or rights of the merging entity, the proper

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officers, directors and Members of the merging entities shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the surviving entity, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the Members of each of the constituent entities, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said entities upon the approval or adoption thereof by the Members of each of the constituent entities in accordance with the requirements of the laws of the states of New Jersey and Florida.

ARTICLE VIII

This plan and agreement involves a statutory merger of an entity referred to in Section 708 of the Internal Revenue Code of 1986, as amended, and its attendant regulations, and this plan and agreement is adopted to satisfy the requirements of said section of the Internal Revenue Code pertaining to non-recognition of gains and losses. It is the intention of this plan and agreement to comply with the requirements of said section of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the merging entity and the surviving entity, pursuant to the approval and authority duly given by resolutions adopted by the Members have caused this Plan and Agreement of Merger to be executed by the an authorized member of the merging

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ARTICLE IX

The names and addresses of the Managing Members of the merging entities are as follow:

The Managing Member of SPISULA, L.L.C., the merging New Jersey entity, is John W. Kelleher, 1141 Coral Way, Riviera Beach, FL 33404, and

The Managing Member of SPISULA, LLC, the surviving Florida entity, is John W. Kelleher, 1141 Coral Way, Riviera Beach, FL 33404.

IN WITNESS WHEREOF, the merging entity and the surviving entity, pursuant to the approval and authority duly given by resolutions adopted by the Members have caused this Plan and Agreement of Merger to be executed by the an authorized member of the merging entity and an authorized member of the surviving entity hereto.

SPISULA, L.L.C.
(A New Jersey limited liability company)

By: John W. Kelleher
John W. Kelleher, Authorized Member

Dated: November 23, 2004

SPISULA, LLC
(A Florida limited liability company).

By: John W. Kelleher
John W. Kelleher, Authorized Member

Dated: November 23, 2004

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