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Florida Department of State
Division of Corporations
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Division of Corporations
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MERGER OR SHARE EXCHANGE

SPISULA, LLC

Certificate of Status	1
Certified Copy	0
Page Count	09
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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SPISULA, LLC	Florida	LLC

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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SPISULA, LLC	New Jersey	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

2838 High Street, Port Norris, NJ 08349-3126

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 2838 High Street, Port Norris, NJ 08349-3126

Mailing address: 2838 High Street, Port Norris, NJ 08349-3126

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SPISULA, LLC	<i>Peter A. LaMonica</i>	Peter A. LaMonica
SPISULA, LLC	<i>Peter A. LaMonica</i>	Peter A. LaMonica

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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EXHIBIT A

PLAN OF MERGER

OF

SPISULA, LLC

(A Florida Limited Liability Company)

INTO

SPISULA, LLC

(A New Jersey Limited Liability Company)

This Plan and Agreement of Merger made and entered into on the 6th day of March, 2008 by and between SPISULA, LLC, A New Jersey Limited Liability Company (herein sometimes referred to as the Surviving Entity) and SPISULA, LLC, A Florida Limited Liability Company (herein sometimes referred to as the Merging Entity), said entities hereinafter sometimes referred to jointly as the Constituent Entities.

WITNESSETH:

WHEREAS SPISULA, LLC is a Limited Liability Company organized and existing under the laws of the State of New Jersey Certificate of Formation having been filed in the Office of the New Jersey Division of Revenue on March 6, 2008;

WHEREAS SPISULA, LLC is a Limited Liability Company organized and existing under the laws of the State of New Florida its Articles of Organization having been filed in the Office of the Department of State of the State of Florida on November 23, 2004; and

WHEREAS the Members of Constituent Entities deem it

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advisable that SPISULA, LLC (the Merging Entity) be merged into SPISULA, LLC (the Surviving Entity) on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the Florida Statutes which permits 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 Constituent Entities 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 Florida Statutes, by SPISULA, LLC, A Florida Limited Liability Company merging into SPISULA, LLC, A New Jersey Limited Liability which shall be the Surviving entity.

ARTICLE II

This merger shall be effective upon filing with the Florida Department of State, Corporation Division.

1. The two Constituent Entities shall be a single Entity, which shall be the Surviving Entity, and the separate existence of the 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

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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 were available for the payment to the Members of the Merging Limited Liability Company immediately prior to the merger shall continue to be available for distribution to the Members of surviving Limited Liability Company.

ARTICLE III

The Certificate of Formation of the Surviving Entity filed with the New Jersey Division of Revenue on March 6, 2008 shall be the Certificate of Formation of the Surviving Entity on the effective date of this merger.

ARTICLE IV

The manner and basis of converting the interests of the Merging Entity into interests of the Surviving Entity is as follows:

(1) The assets and liabilities of the Merging Entity shall

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be transferred to the Surviving Entity. The members of the Merging Entity shall surrender their interest certificates and they shall be cancelled.

(2) The interest held by the Members in the Surviving Entity shall be unaffected by the merger.

(3) After the effective date of the merger, only the interests 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 persons 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

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with the requirements of the laws of the State of Florida.

ARTICLE VIII

This plan and agreement involves a statutory merger of an entity referred to in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, 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 of the Constituent Entities have caused this Plan and Agreement of Merger to be executed by an Authorized Person of the Merging Entities hereto, and the entities seals affixed.

SPISULA, LLC

By: Peter A. LaMonica
Peter A. LaMonica, Authorized Person

Dated: March 6, 2008

SPISULA, LLC

By: Peter A. LaMonica
Peter A. LaMonica, Authorized Person

Dated: March 6, 2008

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