

LO4-000087915

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12/28 merger

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12/28/04--01030--004 \*\*60.00

MJM

FILED

04 DEC 23 PM 5:01

**F. Owen Evans III, Esq.**  
**6038 Leslie Street**  
**Jupiter, Florida 33458**

December 27, 2004

Department of State  
Division of Corporations  
Registration  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed please find the Articles of Merger and Plan of Merger for the merger of MJD Group, Inc. into MJD Properties, LLC and a check in the amount of \$60.00. Please call me at 561-254-2259 if you need anything else in order to file the merger documents.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "F. Owen Evans III", written in a cursive style.

F. Owen Evans III

## 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. MJD Group, Inc. 10146 Stonehenge Circle, Suite 715 Boynton Beach, Florida 33437	Florida	Corporation
Florida Document/Registration Number: P03000105124		FEI Number: 050586822
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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04 DEC 28 PM 5:01  
TALLAHASSEE, FLORIDA

**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>
MJD Properties, LLC	Florida	Limited Liability Compai
10146 Stonehenge Circle, Suite 715		
Boynton Beach, Florida 33437		

Florida Document/Registration Number: L04000087915

FEI Number: Applied For

**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.

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

**OR**

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

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity \_\_\_\_\_

Signature(s)

Typed or Printed Name of Individual

**MJD Group, Inc.**

Michael J. Roth

**Michael J. Hitt, President**

**MJD Properties, LLC**

Michael S. Keith

Michael J. Hitt, as the sole member  
of MJD Group, LLC, the sole member  
of MJD Properties, LLC

(Attach additional sheet(s) if necessary)

**REQUIRED SIGNATURES FOR EACH ENTITY TYPE:**

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations	Division of Corporations
P.O. Box 6327	409 E. Gaines St.
Tallahassee, FL 32314	Tallahassee, FL 32399

**FILING FEES:**

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Michael J. Hitt, Manager  
10146 Stonehenge Circle, Suite 715  
Boynton Beach, Florida 33734

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not Applicable.

**EIGHTH:** Other provisions, if any, relating to the merger:

The Articles of Organization and the Operating Agreements of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Organization and the Operating Agreements of the surviving party until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreements shall be affected by the merger hereunder. The person(s) who is/are the manager(s), director(s) and officer(s) of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the manager(s), director(s) and officer(s) of the surviving parties without change, subject to the provisions of the Articles of Organization and Operating Agreements of the surviving party and the laws of the State of Florida.

*(Attach additional sheet(s) if necessary)*