

204/000091124

(Requestor's Name)

ROBERT D. BARCLEY, P.A.
3839 4th Street N., Suite 570
St. Petersburg, FL 33703

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA
Securities Division



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 16, 2005

ROBERT D. BARCLAY, P.A.
3839 4TH STREET N., STE. 570
ST. PETERSBURG, FL 33703

SUBJECT: P&M EQUITY, LLC
Ref. Number: L04000091124

We have received your document for P&M EQUITY, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file the articles of merger are as follows:

For each Limited Partnership: \$52.50

For each Limited Liability Company: 25.00

For each Corporation: 35.00

For each General Partnership: 25.00

All Others: No Charge

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) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 805A0004098

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBERT D. BARCLEY, P.A.

Attorney at Law

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May 31, 2005

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

Re: P&M Equity, LLC
Parkdale, LLC

Dear Sir or Madam:

Enclosed are the Articles of Merger and Plan of Merger for the above LLCs, together with a check for the filing fee. If you have any questions, or if there is anything else you need, please let me know.

Very truly yours,


Robert D. Barclay

Enclosures

05 JUL 2005 2:17 PM
STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382, 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. P & M Equity, LLC 6100 Mears Court Clearwater, Florida 33760 Florida Document/Registration Number: L04000091124	Florida	Limited Liability Company FEI Number: 20-2541628
2. Parkdale, LLC 6100 Mears Court Clearwater, Florida 33760 Florida Document/Registration Number: L03000037694	Florida	Limited Liability Company FEI Number: 35-2216519

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>
P & M Equity, LLC 6100 Mears Court Clearwater, Florida 33760 Florida Document/Registration Number: L04000091124	Florida	Limited Liability Company FEI Number: 20-2541628

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

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

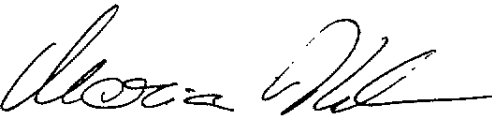
FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State

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


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TALLAHASSEE, FLORIDA

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

P & M Equity, LLC

By: 
Maria Nikolova, Managing Member

Parkdale, LLC

By: 
Maria Nikolova, Managing Member

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, is being submitted in accordance with section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
P & M Equity, LLC	Florida
Parkdale, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
P & M Equity, LLC	Florida

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

All membership interests in Parkdale, LLC shall be merged into P & M Equity, LLC. Maria Nikolova shall be the sole manager and member of the surviving limited liability company.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All interests, shares and obligations of the merged party shall be converted and become the interests of the survivor, with Maria Nikolova as sole member holding 100% of such interests shares and obligations.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Any and all rights to acquire interests, shares and obligations shall belong to Parkdale, LLC as sole member of the surviving entity.

FIFTH: The name and address of the managing member of the surviving limited liability company is as follows:

Maria Nikolova
6100 Mears Court, Clearwater, Florida 33760

Agreed to this _____ day of May, 2005:

P & M Equity, LLC

By: 
Maria Nikolova, Managing Member

Parkdale, LLC

By: 
Maria Nikolova, Managing Member