

L0400 0092194

(Requestor's Name)

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(City/State/Zip/Phone #)

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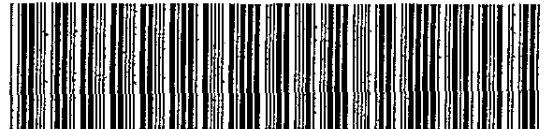
(Business Entity Name)

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02/17/05--01004--002 \*\*25.00

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ENGEL & REIMAN pc  
ATTORNEYS AT LAW

THE EQUITABLE BUILDING  
730 - 17<sup>TH</sup> STREET, SUITE 500  
DENVER, COLORADO 80202-3580  
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Our File No. 5064-03

January 26, 2005

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

Re: Brittko Management, Inc.

To Whom It May Concern:

Enclosed for filing is the original Plan of Merger and Articles of Merger for Brittko Management, Inc. which is merging into Brittko Management, LLC. Also enclosed is a check in the amount of \$35.00 to cover the cost of the filing fee.

Please address any questions you may have to me and return a file stamped copy to me in the enclosed envelope.

Very truly yours,

ENGEL & REIMAN pc

By: Valerie A. Bohall  
Valerie A. Bohall, Paralegal  
Funding and Administration

:vab

Enclosures

cc: Edward D. Brown, Esq. (Firm)  
Mr. and Mrs. Dan E. Kleiman (Personal and Confidential)  
Alan Brass, CPA

FLSOS01-26-05.ltr

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

February 7, 2005

VALERIE A. BOHALL  
ENGEL & REIMAN PC  
730-17TH ST, STE 500  
DENVER, CO 80202-3580

SUBJECT: BRITTKO MANAGEMENT, LLC  
Ref. Number: L04000092194

We have received your document for BRITTKO MANAGEMENT, LLC and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

The fee to file the merger is \$60.00.

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) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 905A00008385

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TALLAHASSEE, FLORIDA

## 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. Brittko Management, Inc. 2875 NE 191 Street Suite 702C Aventura, Florida 33180	Florida	Corporation
Florida Document/Registration Number: P96000010793		FEI Number: 650638095
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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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>
Brittco Management, LLC 2875 NE 191 Street Suite 702C Aventura, FL 33180	Florida	limited liability company

Florida Document/Registration Number: L04000092194      FEI Number: 20-2177831

**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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TALLAHASSEE, FLORIDA

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.

**(Note: Please see instructions for required signatures.)**

Signature(s)

Typed or Printed Name of Individual

**Brittko Management, Inc.**

W. E. R.

**Dan E. Kleiman, President**

**Brittko Management, LLC**

Don E. Hunt

**Dan E. Kleiman, Managing Member**

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

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SECOND DISTRICT CLERK  
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(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Brittko Management, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Brittko Management, LLC	Florida

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

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

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TALLAHASSEE, FLORIDA

**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:

The shares will be directly converted into corresponding membership interests in the surviving entity and the shareholders of the merged corporation will become members of the surviving entity.

- 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:

There are no such rights in either entity

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

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STATE  
TALLAHASSEE, FLORIDA

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number



**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:

Dan E. Kleiman, Managing Member  
Sheila Kleiman, Managing Member  
Dan E. Kleiman, Member  
Sheila Kleiman, Member

**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:

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

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

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TALLAHASSEE, FLORIDA