

01/11/2005 14:03 850-245-6897

FL DEPT OF STATE

PAGE 01/05

JAN 11 2005 13:47 FROM: BARITZ & COLMAN

5617505045

TO: 850 205 0381

P.001/005

Division of Corporations

Page 1 of 1

**L05000003013**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the tax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000007863 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : BARITZ & COLMAN LLP  
Account Number : 120000000110  
Phone : (561) 780-0920  
Fax Number : (561) 750-5045

### MERGER OR SHARE EXCHANGE

Latham Road Commerce Center, LLC

|                       |       |
|-----------------------|-------|
| Certificate of Status | 0     |
| Certified Copy        | 1     |
| Page Count            | 01    |
| Estimated Charge      | 90.00 |

RECEIVED

05 JAN 11 PM 2:03

Electronic Filing Menu

Corporate Filing

Public Access Help

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 JAN 11 PM 12:57

FILED

JAN-11-2005 13:47 FROM:BARITZ &amp; COLMAN

5617505045

TO:850 205 0381

P.002/005

(H050000078633)

**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. <u>Latham Road Commerce Center, Inc.</u><br><u>1560 Latham Road, Suite 7</u><br><u>West Palm Beach, Florida 33409</u><br>Florida Document/Registration Number: <u>P98000020050</u> | <u>Florida</u>      | <u>Corporation</u>           |
|   |                     | FEI Number: <u>742871582</u> |

2. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

3. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

4. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

**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>               |
|--|---------------------|----------------------------------|
| <u>Latham Road Commerce Center, LLC</u><br><u>1560 Latham Road, Suite 7</u><br><u>West Palm Beach, Florida 33409</u><br>Florida Document/Registration Number: <u>1050000-03013</u> | <u>Florida</u>      | <u>Limited Liability Company</u> |
|  |                     | FEI Number: <u>Applied For</u>   |

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.4382, 617.003, 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.

(H050000078633)

2005 JAN 11 PM 12:57  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 FILED

JAN-11-2005 13:47 FROM:BARITZ &amp; COLMAN

5617505045

TO: 850 205 8391

P.003/005

{H050000078633}

**FIFTH:** 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 operating agreement or articles of organization of any limited liability company that is a party to the merger.

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

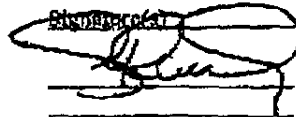
**SEVENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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

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

Latham Road Commerce Center, Inc.

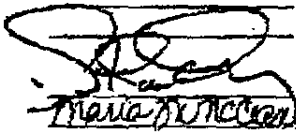
Signature of \_\_\_\_\_



Typed or Printed Name of Individual \_\_\_\_\_

Steven McCrancy, President

Latham Road Commerce Center, LLC



Steven McCrancy, Manager-Member

Maria M. McCrancy, Manager-Member

2005 JAN 11 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

{H050000078633}

JAN-11-2005 13:47 FROM:BARITZ &amp; COLMAN

5617505045

TO:850 205 0381

P.004/005

(H050000078633)

**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> |
| Latham Road Commerce Center, Inc. | Florida             |

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

|                                  |                     |
|----------------------------------|---------------------|
| <u>Name</u>                      | <u>Jurisdiction</u> |
| Latham Road Commerce Center, LLC | Florida             |

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

|                   |               |                            |
|-------------------|---------------|----------------------------|
| <u>Name</u>       | <u>Shares</u> | <u>Membership Interest</u> |
| Steven McCraney   | 600           | 60%                        |
| Maria M. McCraney | 400           | 40%                        |

**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 in the merging party corporation shall become membership interests in the surviving party, as more particularly set forth in Paragraph THIRD, above. Each shareholder shall be given membership interests in the surviving party equivalent to the number of shares it held in the merging 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:

N/A

**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)  
N/A

If General Partner is a Non-Individual,  
Florida Document/Registration Number

(H050000078633)

2005 JAN 11 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

01/11/2005 14:03 850-245-6897

FL DEPT OF STATE

PAGE 05/05

JAN-11-2005 13:47 FROM:BARITZ & COLMAN

5617505045

TO:850 205 0381

P.005/005

(H050000078633)

**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:

|                   |                 |  |
|-------------------|-----------------|--|
| Steven McCrancy   | Managing Member | 1560 Latham Road, Suite 7<br>West Palm Beach, FL 33409 |
| Maria M. McCrancy | Managing Member | 1560 Latham Road, Suite 7<br>West Palm Beach, FL 33409 |

**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:

N/A

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

N/A

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

FILED  
2005 JAN 11 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(H050000078633)