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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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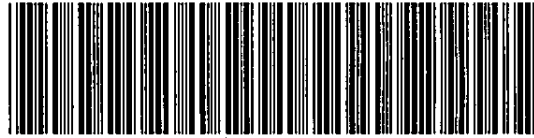
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

OCT - 1 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COAKLEY CANE COMPANY, LLC (PA)

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

POLLY S. SAMPSON

(Contact Person)

WEST & FEINBERG, P.C.

(Firm/Company)

4550 MONTGOMERY AVENUE, 775N

(Address)

BETHESDA, MARYLAND 20814

(City, State and Zip Code)

For further information concerning this matter, please call:

POLLY S. SAMPSON

(Name of Contact Person)

at (301) 951-1500

(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

LAW OFFICES
WEST & FEINBERG, P.C.

RONALD D. WEST (MD, DC)
MARC R. FEINBERG (MD, DC)
LAWRENCE S. STERN (MD)
STEVEN W. JACOBSON (MD, DC)
JOE L. LEONE (MD, DC, FL, VA)
MINDY G. SUCHINSKY (MD, NY, IL)
ERICA F. GLOGER (MD, DC, NY)
JAMES M. PEPPE (MD, DC)
JENNIFER L. GUREVITZ* (FL)

SUITE 775N
4550 MONTGOMERY AVENUE
BETHESDA, MARYLAND 20814
(301) 951-1500
TELECOPIER (301) 951-1525

WRITER'S DIRECT NUMBER:
301-951-1500

EMAIL: psampson@wflaw.com

*Not admitted in Maryland

September 29, 2008

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Coakley Cane Company, LLC
Our File No. 20764.1

Ladies/Gentlemen:

Please file the enclosed Certificate of Merger for the above entity as soon as possible. Our check in the amount of \$80 is enclosed for the filing fee as well as a certified copy. The acknowledgment should be returned directly to me via Federal Express. I have enclosed a return shipping label for your convenience.

Please give me a call if you have any questions.

Sincerely yours,



Polly S. Sampson
Corporate Paralegal

PSS/aks

Enclosures

**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>
COAKLEY CANE COMPANY, LLC	FLORIDA	DOMESTIC LLC
	LO5000004670	

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>
COAKLEY CANE COMPANY, LLC	PENNSYLVANIA	DOMESTIC 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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TALLAHASSEE, FLORIDA

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:

1387 BEDFORD STREET

CLAYSBURG, PENNSYLVANIA 16625

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: 1387 BEDFORD STREET

CLAYSBURG, PENNSYLVANIA 16625

Mailing address: 1387 BEDFORD STREET

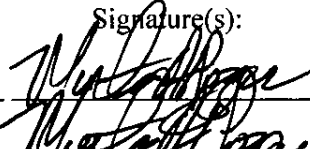
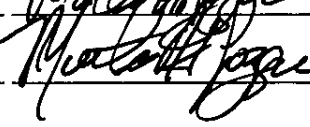
CLAYSBURG, PENNSYLVANIA 16625

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TALLAHASSEE, FLORIDA

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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:
COAKLEY CANE COMPANY, LLC (FL)		MARTIN H. POZGAR, Member
COAKLEY CANE COMPANY, LLC (PA)		MARTIN H. POZGAR, Member

9/29/08

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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TALLAHASSEE, FLORIDA

PLAN OF MERGER

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>
COAKLEY CANE COMPANY, LLC	FLORIDA	DOMESTIC LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
COAKLEY CANE COMPANY, LLC	PENNSYLVANIA	DOMESTIC LLC

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

Coakley Cane Company, LLC, a Florida limited liability company ("Merging LLC")
and Coakley Cane Company, LLC, a Pennsylvania limited liability company
("Surviving LLC") have agreed that the Merging LLC shall merge with
and into Surviving LLC and the separate company existence of the
Merging LLC shall cease.

(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

On the Effective Date of the Merger, the outstanding
membership interests of the Merging LLC shall cease to
exist. No additional membership interests shall be
granted upon the merger.

(Attach additional sheet if necessary)

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

None.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

None.

(Attach additional sheet if necessary)