

**L05000012811**

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

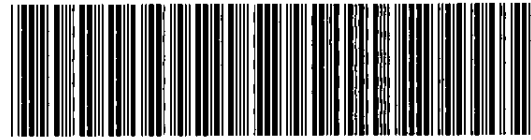
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**T. CLINE**

AUG 12 2011

**EXAMINER**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 4, 2011

CHARLES BARNETT  
8412 NATIVE DANCER ROAD  
PALM BEACH GARDENS, FL 33418

SUBJECT: JAYNE HALL, LLC  
Ref. Number: L05000012811

We have received your document for JAYNE HALL, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6020.

Tammi Cline  
Regulatory Specialist II

Letter Number: 111A00018341

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Jayne Hall, LLC  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Charles D Barnett

Contact Person

Firm/Company

8412 Native Dancer Road

Address

Palm Beach Gardens, FL 33418

City, State and Zip Code

chasbarnett@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles D. Barnett

Name of Contact Person

at ( 561 )

622-6655

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

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER**  
**OF**  
**GIORGIO SANT' ANGELO LICENSING LLC**  
**a Florida limited liability company**  
**and**  
**JAYNE HALL, LLC**  
**a Florida limited liability company**

40-28579  
405-12811

Pursuant to the provisions of the Florida Limited Liability Company Act governing the merger of a domestic limited liability company with and into a domestic limited liability company, the undersigned entities adopt the following articles of merger:

1. The names of the merging entities are Giorgio Sant' Angelo Licensing, LLC ("Disappearing Entity"), which is a limited liability company organized under the laws of the state of Florida, and the existence of which will cease, and Jayne Hall, LLC ("Surviving Entity"), which is a limited liability company organized under the laws of the state of Florida, and which shall be the surviving corporation.

2. The Agreement and Plan of Merger for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A".

3. The Agreement and Plan of Merger was approved and adopted by the Managers and Members of the Disappearing Entity and the Managers and Members of the Surviving Entity by written consents dated January 1, 2010.

4. The Surviving Entity will continue its existence as the surviving limited liability company under the name "JAYNE HALL, LLC" pursuant to the provisions of the laws of the state of Florida.

5. The Merger shall be effective upon filing this Certificate with the Florida Department of State.

Giorgio Sant' Angelo Licensing, LLC

By: *Sidney Ritman*  
Name: Sidney Ritman  
Title: Managing Member

Jayne Hall, LLC

By: *Sidney Ritman*  
Name: Sidney Ritman  
Title: Managing Member

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**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**GIORGIO SANT' ANGELO LICENSING LLC**  
**AND**  
**JAYNE HALL, LLC**

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**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement and Plan") entered into this 1<sup>st</sup> day of January, 2010 by and between Giorgio Sant' Angelo Licensing, LLC, a Florida limited liability company (the "Disappearing Entity"), and Jayne Hall, LLC, a Florida limited liability company (the "Surviving Entity"), as approved by the Managers and Members of said limited liability companies:

**RECITALS:**

A. Disappearing Entity is a limited liability company duly organized and existing under the laws of the State of Florida.

B. Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida.

C. Managers of Disappearing Entity and Surviving Entity believe that the merger of Disappearing Entity into Surviving Entity would be advantageous and beneficial to the respective shareholders, employees and customers of those companies.

D. Disappearing Entity and Surviving Entity have agreed that Disappearing Entity shall merge into Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida.

**NOW THEREFORE**, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan, agree as follows:

1. Recitals. All of the foregoing recitals are true and correct.
2. Merger. Giorgio Sant' Angelo Licensing, LLC, which is a limited liability company organized in the State of Florida, shall be merged with and into Jayne Hall, LLC, which is a limited liability company organized in the State of Florida. The laws of the jurisdiction of

organization of Disappearing Entity and Surviving Entity permit the merger of a business organization of said jurisdiction with and into another business corporation of said jurisdiction.

3. Articles of Merger. Upon the approval and adoption of this Agreement and Plan, Articles of Merger complying with the applicable provisions of the Florida Limited Liability Company Act shall be duly executed by the appropriate officers of Disappearing Entity and Surviving Entity, and shall be filed with the Florida Department of State.

4. Surviving Entity. Surviving Entity shall continue its existence under the name "Jayne Hall, LLC" pursuant to the provisions of the Florida Limited Liability Company Act.

5. Disappearing Entity. The separate existence of Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

6. Interests of Surviving Entity. Each Interest of the Disappearing Entity shall, upon the effective date of the merger, be converted into the same Interest of Surviving Entity. The Interests of Surviving Entity shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said Interest which is issued as of the complete effective date of the merger shall continue to represent an Interest of Surviving Entity.

7. Cancellation of Interests of Disappearing Entity. All Interests of Disappearing Entity, and all rights and respect thereof, shall be canceled as of the effective date of the merger, and the certificates representing such shares shall be surrendered and canceled.

8. Articles of Organization. The Articles of Organization of Surviving Entity is now in force and effect shall remain in force as set forth in Exhibit "A" hereto until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

9. Operating Agreement. The Operating Agreement of Surviving Entity upon the effective date of the merger shall remain in force until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

10. Managers. The Managers of Surviving Entity upon the effective date of the merger in the State of Florida shall continue to be the Managers of Surviving Entity, all of whom shall hold their positions until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement, as amended, of Surviving Entity.

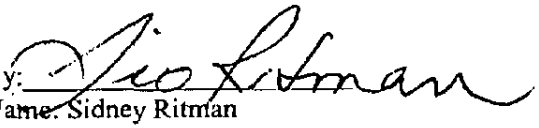
11. Approval. The agreement contemplated by this Agreement and Plan has previously been submitted to and approved by the Managers and Members of Disappearing Entity and Surviving Entity. Subsequent to the execution of this Agreement and Plan by the Managers of

Disappearing Entity and Surviving Entity, the Managers of each entity shall, and are hereby authorized and directed to cause to be executed and filed such documents prescribed by the laws of the State of Florida, and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.


12. Effective Date of Merger. The effective date of the Merger will be upon filing with the Department of State.

IN WITNESS WHEREOF, the Managers of the constituent Entities have executed this Agreement and Plan of Merger as of the date above written.

Giorgio Sant' Angelo Licensing, LLC  
a Florida limited liability company

By:   
Name: Sidney Ritman  
Title: Managing Member

Jayne Hall, LLC  
a Florida limited liability company

By:   
Name: Sidney Ritman  
Title: Managing Member

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**EXHIBIT "A"**

**ARTICLES OF ORGANIZATION  
OF  
SURVIVING ENTITY**

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