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J. BRYAN DEC 15 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Rite Cable Construction 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:

Alvin K. Wright

(Contact Person)

Rite Cable Construction LLC

(Firm/Company)

1195 NW 16th Avenue, Suite 4

(Address)

Boca Raton, FL 33486

(City, State and Zip Code)

For further information concerning this matter, please call:

Alvin K. Wright

(Name of Contact Person)

at (305) 338-6286

(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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Lost Enterprises Inc \$ 35
Rite Cable Construction, LLC \$ 25
Certified Copy of merger doc. \$ 30

\$ 90

**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>
Lost Enterprises, Inc.	North Carolina	Corporation
#F99000005445		

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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>
Rite Cable Construction LLC	Florida	Limited Liability Company
#L05000021103		

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.

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:

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: _____

Mailing address: _____

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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:
Lost Enterpises, Inc.		Guy E. Lundquist
Rite Cable Construction LLC		Alvin K. Wright

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

Fees:

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

Certified Copy (optional): \$30.00

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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>
Lost Enterprises, Inc.	North Carolina	Corporation

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>
Rite Cable Construction LLC	Florida	Limited Liability Company

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

See Attached

(Attach additional sheet if necessary)

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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:

In exchange for 100% of its shares, the Shareholder of Lost will
receive 20% of the membership interests in the surviving entity
(Rite) in addition to cash and other consideration.

(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:

N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

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

Agreement of Merger Attached

(Attach additional sheet if necessary)

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PLAN OF MERGER

MERGING

**LOST ENTERPRISES, INC.
A NORTH CAROLINA CORPORATION**

INTO

**RITE CABLE CONSTRUCTION LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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THIS AGREEMENT AND PLAN OF MERGER (hereinafter sometimes referred to as the "Merger Agreement"), made and entered into by and Lost Enterprises, Inc. a North Carolina corporation and Rite Cable Construction LLC a Florida limited liability company

WITNESSETH:

WHEREAS, Rite Cable Construction LLC ("Rite") currently provides cable television and telecommunications construction services in the State of Florida; and

WHEREAS, Lost Enterprises, Inc. ("Lost") currently provides certain specialized cable television and telecommunications construction services and possesses certain licenses and agreements to provide the services; and

WHEREAS, the Members of Rite and the Shareholders of Lost deem it advisable and in the best interest of each company to merger in a transaction whereby Rite would be the surviving entity and Lost would cease a separate legal existence.

WHEREAS, the Members of Rite and the Shareholders of Lost have unanimously approved this Merger Agreement.

NOW, THEREFORE, in considerations of the premises of the mutual covenants and agreements of the parties hereto, it is hereby agreed by and among the Members of Rite and the Shareholders of Lost that the terms of the merger contemplated by this Merger Agreement (hereinafter sometimes referred to as the ("Merger")), and the mode of carrying the same into effect, shall be as follows:

ARTICLE ONE
Effective Time of Merger

1.01 The Merger shall become effective on November __, 2006 (hereinafter referred to as the "Effective Time").

ARTICLE TWO
The Surviving Limited Liability Company

2.01 At the Effective Time, Lost merge with and into Rite. Rite will continue to exist under the laws of the State of Florida and will be the only entity to continue its separate legal existence after the Effective Time.

2.02 As a result of the Merger the Operating Agreement of Rite will be amended to reflect new ownership and to recognize the Merger.

2.03 The name of the surviving entity will be Rite Cable Construction LLC. The ownership of the surviving entity will be set forth in the Amended and Restated Operating Agreement of Rite Cable Construction LLC

2.05 The name and address of the Statutory Agents upon whom any process, notice or demand against Rite may be served is as follows:

Bruce C. Harris
11988 Classic Drive
Coral Springs, FL 33071

2.06 The Members of Rite and the Shareholders of Lost have approved this Merger Agreement.

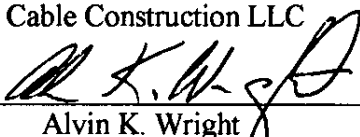
ARTICLE THREE
Consideration

3.01 The consideration shall be set forth on Attachment A to this agreement.

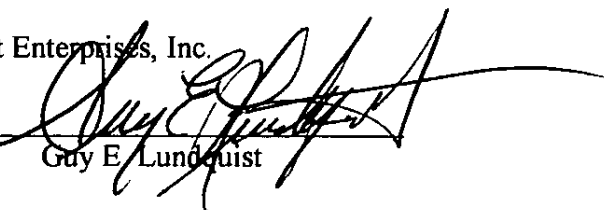
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IN WITNESS WHEREOF, the parties to this Merger Agreement have caused the Merger Agreement to be executed by the Members of Rite and the Shareholders of Lost as of the 14th day of November 2006.

Rite Cable Construction LLC

By: 
Alvin K. Wright
Managing Member

Lost Enterprises, Inc.

By: 
Guy E. Lundquist

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Attachment A

Consideration

The following consideration has been provided to the Shareholder of Lost Enterprises, Inc. as part of the Merger set forth herein:

1. 20% of issued and outstanding Membership Units of Rite Cable Construction LLC.
2. 10% of the issued shares of Rite Cable Company, Inc.
3. Assumption of all liabilities of Lost Enterprises, Inc. by Rite Cable Construction LLC.

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