

L05000023553

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

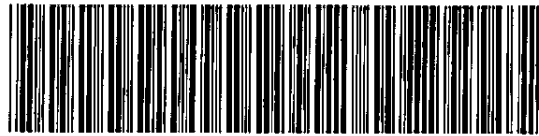
(Business Entity Name)

(Document Number)

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

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09/08/05--01013--001 \*\*RU.00

SEP 07  
05 SEP -8 AM 10:47  
RECEIVED  
DIVISION OF CERTIFICATION  
STATE OF FLORIDA

RECEIVED  
05 SEP -8 AM 9:48  
DIVISION OF CERTIFICATION

CORP DIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: ED

DATE: 09/08/05

REF. #: 0150.42046

CORP. NAME: PAPYRUS INVESTMENTS, LLC AND HAYWOOD ENTERPRISES, LLC

FILED  
05 SEP - 8 AM 10:47  
STATE  
TALLAHASSEE, FLORIDA

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 514106 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

RECEIVED  
05 SEP - 8 PM 9:44  
DIVISION OF REGISTRATION

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

ARTICLES OF MERGER

OF

PAPYRUS INVESTMENTS, LLC,  
a Florida Limited Liability Company

AND

HAYWOOD ENTERPRISES, LLC  
a Florida Limited Liability Company

Pursuant to sections 608.438 through 608.4383 of the Florida Limited Liability Company Act (the "Act"), **Papyrus Investments, LLC**, a Florida limited liability company, (the "Merging Company"), and **Haywood Enterprises, LLC**, a Florida limited liability company, (the "Surviving Company") adopted on the 3/ day of May 2005, the following Articles of Merger for the purpose of effecting a merger in accordance with the Act and hereby certify as follows:

**FIRST:** That the name, street address of its principal office, jurisdiction and entity type of the Merging Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>Papyrus Investments, LLC</b> 2121 Ponce de Leon Blvd. Ste 240 Coral Gables, FL 33134	Florida	Limited liability company

Florida Document/  
Registration Number: L02000014525

**SECOND:** That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>Haywood Enterprises, LLC</b> 2121 Ponce de Leon Blvd. Ste 240 Coral Gables, FL 33134	Florida	Limited liability company

Florida Document/  
Registration Number: L05000023553

**THIRD:** The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, providing for the merger of the Merging Company with and into the Surviving Company, was approved by each domestic entity in accordance with Chapter 608 of the Act.

**FOURTH:** Pursuant to Sections 608.438, 608.4382 and 608.4381 of the Act, the Plan of Merger was adopted by the Joint Resolutions of the Members and the Board of Managers of the Merging Company and the Members and the Board of Managers of the Surviving Company on May \_\_, 2005.

**FIFTH:** The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Organization or Limited Liability Operating Agreement of the Merging Company or by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

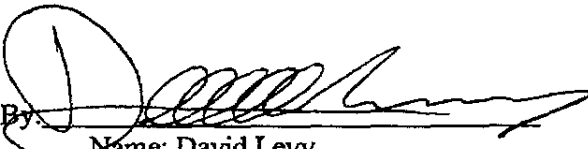
**SIXTH:** The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

**IN WITNESS WHEREOF,** the undersigned have caused these Articles of Merger to be duly executed this 31 day of May 2005.

**Papyrus Investments, LLC, a Florida  
limited liability company**

By:   
Name: David Levy  
Title: Manager

**Haywood Enterprises, LLC, a Florida  
limited liability company**

By:   
Name: David Levy  
Title: Manager

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between **Papyrus Investments, LLC**, a Florida limited liability company (the "Merging Company"), and **Haywood Enterprises, LLC**, a Florida limited liability company (the "Surviving Company"), for the purpose of merging the Merging Company with and into the Surviving Company (the "Merger").

NOW, THEREFORE, the Merging Company and the Surviving Company hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 608.4381 of the Florida Limited Liability Company Act (the "FLLCA") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Company shall be merged with and into Surviving Company. Surviving Company shall be the surviving entity of the Merger and the separate corporate existence of Merging Company shall cease. The Merger shall become effective on the filing of the Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of the FLLCA (the "Effective Date"). The Merger was approved by the Surviving Company in accordance with Chapter 608, Florida Statutes, and was approved by Merging Company in accordance with Chapter 608, Florida Statutes. All members of Merging Company and all members of the Surviving Company have consented to the Merger.

2. Governing Documents. The Operating Agreement of the Surviving Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Managers. The persons who are officers and managers of the Surviving Company immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Company.

4. Name. The name of the Surviving Company shall be **Haywood Enterprises, LLC**.

5. Addresses. The address of Merging Company is 2121 Ponce de Leon Blvd. Ste 240 Coral Gables, FL 33134. The address of the Surviving Company is and shall be maintained at 2121 Ponce de Leon Blvd. Ste 240 Coral Gables, FL 33134.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall continue to be Miami Corporate Systems, Inc. 283 Catalonia Avenue 2<sup>nd</sup> Floor, Coral Gables, Florida 33334. The name of Registered Agent of the Company at that address shall continue to be Miami Corporate Systems, Inc.

7. Succession. At the Effective Date, the separate corporate existence of Merging Company shall cease, and the Surviving Company shall possess all the rights, privileges, powers

and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Merging Company, and all property, real, personal and mixed, and all debts due to Merging Company on whatever account and all other things in action, shall be vested in the Surviving Company.

8. Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All of the shares of Merging Company outstanding immediately prior to the Effective Date shall be converted into a 100% interest in the Surviving Company. No other shares or interests of Merging Company are outstanding at the time of the Merger.

(b) Pursuant to Section 608.4384 of the FLLCA, there are no dissenting members of Merging Company or dissenting members of Surviving Company because all of the members of Merging Company and all of the members of Surviving Company have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Managers of Company. The name and address of the managers of the Surviving Company is as follows:

David Levy  
2121 Ponce de Leon Blvd. Suite 240  
Coral Gables, FL 33134

Jimmy Levy  
2121 Ponce de Leon Blvd. Suite 240  
Coral Gables, FL 33134

11. Further Assurances. If at any time Surviving Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Company the title to any property or rights of Merging Company or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Company, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Company and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the members and the Board of Managers of the Merging Company and by all of the members and the Board of Managers of the Surviving Company.

14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Company.

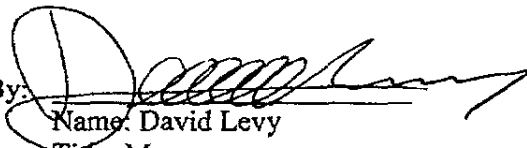
15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

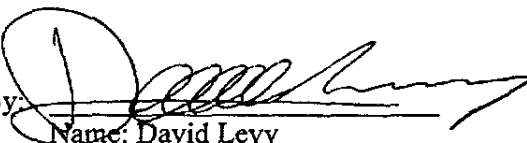
17. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on May 3, 2005.

**Papyrus Investments, LLC**, a Florida limited liability company

By:   
Name: David Levy  
Title: Manager

**Haywood Enterprises, LLC**, a Florida limited liability company

By:   
Name: David Levy  
Title: Manager