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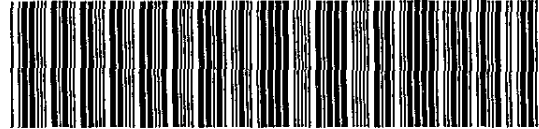
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MCNAMARA LAW FIRM, P.A.
Attorneys at Law

Terrance P. McNamara, Esq.
Laurie Hammers McNamara, Esq.

October 5, 2005

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

SUBJECT: Articles of Merger – Pitstop Enterprises

Dear Sir or Madam:

The enclosed Articles of Merger and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following:

Terrance P. McNamara, Esq.
McNamara Law Firm, P.A.
400 Corey Avenue, 2nd Floor
St. Pete Beach, FL 33706

For further information concerning this matter, please call:

Terrance P. McNamara, Esq. at (727) 363-4747

Sincerely,



Terrance P. McNamara, Esq.

TPM/cma

Enclosures

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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 is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Pitstop Enterprises, Inc. Wachovia Bank Building 400 Corey Avenue, 2 nd Floor St. Pete Beach, FL 33706	Florida	Corporation

Florida Document/Registration Number: P04000120419 FEIN Number: 20-1510302

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pittstop Enterprises, LLC 400 Corey Avenue, 2 nd Floor St. Pete Beach, FL 33706	Florida	Limited Liability Co.

Florida Document/Registration Number: L05000035545

THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103, 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: 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.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

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SIXTH: If not incorporated, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnerships, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: 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 regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

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

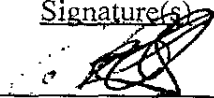
ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signature(s)

Typed or Printed Name

Pitstop Enterprises, Inc.



Graham Pitts

Pittstop Enterprises, LLC



Graham Pitts

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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 is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Pitstop Enterprises, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Pittstop Enterprises, LLC	Florida

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

Pitstop Enterprises, Inc., a Florida corporation, shall be merged into Pittstop Enterprises, LLC, a Florida limited liability company.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligation or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving limited liability company. On receipt of such share certificates, the surviving limited liability company shall issue equivalent ownership percentages in the surviving limited liability company.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interest, shares,

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FLORIDA

obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:
For each share of common stock of the merged corporation, there shall be exchanged a One Percent (1%) ownership interest issued in the surviving limited liability company.

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:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, FL Document/Registration Number</u>
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N/A

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:

Graham Pitts	Susan Pitts
400 Corey Avenue, 2 nd Floor	400 Corey Avenue, 2 nd Floor
St. Pete Beach, FL 33706	St. Pete Beach, FL 33706

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:

None.

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

None.

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