

105000035869

2006 JAN -6 P 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

000062516560
000062516560-01018-016-**P0.00

(Business Entity Name)

105-35878

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

ALY

Office Use Only

MARLOWE & WEATHERFORD, P.A.

Attorneys and Counselors at Law
1150 LOUISIANA AVENUE
SUITE 4
WINTER PARK, FLORIDA 32789-3738
(407) 629-5008

MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
BRADLEY K. ALLEY

GREGORY E. MELNICK, JR.
Of Counsel

FILED

PLEASE REPLY TO:
2006 JAN - 8 PM 1/6/06
POST-OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 30, 2005

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger Merging D. R. Real Estate Investments, L.L.C with and into
Rossi Investments, L.L.C.

Gentlemen:

Enclosed is the original and one copy of the Articles of Merger pursuant to which D. R. Real Estate Investments, L.L.C. shall merger with and into Rossi Investments, L.L.C., together with a check for \$80.00 to cover the filing fee and certified copy fee.

Once the Articles of Merger have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd

Enclosures

cc: Anthony W. Rossi
E:\WPW\CLIENT\Rossi\Rossi Investments\Merger\MergerFilingLetter.wpd

**ARTICLES OF MERGER OF
D. R. REAL ESTATE INVESTMENTS, L.L.C. WITH AND INTO
ROSSI INVESTMENTS, L.L.C.**

Pursuant to the provisions of Section 620.201 and 608.438 of the Florida Statutes, I: 59
the undersigned do hereby adopt the following Articles of Merger:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - PLAN OF MERGER

The Plan of Merger of D. R. REAL ESTATE INVESTMENTS, L.L.C., a Florida limited liability company, whose address and principal office is located at 580 Majestic Oak Drive, Apopka, Florida 32712, Orange County and whose federal employer identification number is 20-2660669 and whose Florida Document/Registration Number is L05000035878 with and into ROSSI INVESTMENTS, L.L.C., a Florida limited liability company, whose address and principal office is 580 Majestic Oak Drive, Apopka, Florida 32712, Orange County and whose federal employer identification number is 20-2660648 and whose Florida Document/Registration Number is L05000035869, with ROSSI INVESTMENTS, L.L.C., being the surviving entity, is set forth on Exhibit "A" attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved and adopted by all of the members and managers of D. R. REAL ESTATE INVESTMENTS, L.L.C. and ROSSI INVESTMENTS, L.L.C. in accordance with Florida Statutes Chapter 608 as of January 1, 2006 and is permitted by the organizational agreements of D. R. REAL ESTATE INVESTMENTS, L.L.C. and ROSSI INVESTMENTS, L.L.C.

ARTICLE III - NO FOREIGN JURISDICTIONS

No entity that is organized under the law of another jurisdiction is a party to this merger.

ARTICLE IV - DISSENTER'S RIGHTS

No person is entitled to dissenter's rights under Florida Statutes §608.4384.

ARTICLE V - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date the Articles of Merger are filed with the Florida Department of State.

DATED as of January 1, 2006.

ROSSI INVESTMENTS, L.L.C.

By:

Anthony W. Rossi, Manager

ak
the

en
DHL

D. R. REAL ESTATE INVESTMENTS, L.L.C.

FILED

By: Deborah H. Rossi

Deborah H. Rossi, Manager

2000 JAN -6 P 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E:\WPW\CLIENT\Rossi\Rossi Investments\Merger\ArticlesofMerger.wpd