

L05000040251.

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

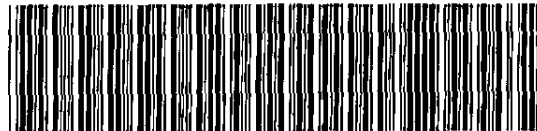
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05 MAY 25 PM 1:54

SEC. OF STATE  
TALLAHASSEE, FLORIDA

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05 MAY 25 AM 10:09

SEC. OF STATE  
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

**FILE SECOND!**  
MAY 25 2005 PM 1:54  
TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 05/25/2005

REF. #: 000195.38459

CORP. NAME: BEACH STREET HOLDINGS, LLC

- |  |   |  |
|--|---|--|
| <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# 512746 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

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

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

The following Articles of Merger are being submitted in accordance with Sections 608.438 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of the principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
.25 Beach Street LLC 1313 W. Midway Road Fort Pierce, Florida 34982 Florida Document Number: L04000090982	Florida	limited liability company
Beach Street Holdings, LLC 1313 W. Midway Road Fort Pierce, Florida 34982 Florida Document Number: L05000040251	Florida	limited liability company

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Beach Street Holdings, LLC 1313 W. Midway Road Fort Pierce, Florida 34982 Florida Document Number: L05000040251	Florida	limited liability company

**THIRD:** The attached Plan of Merger meets the requirements of Sections 608.438 and 608.4382, Florida Statutes, and was approved by the merging parties in accordance with Chapter 608, Florida Statutes, and was approved by the surviving party in accordance with Chapter 608, Florida Statutes.

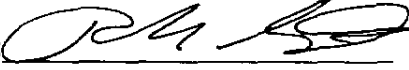
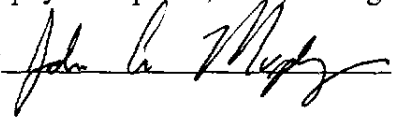
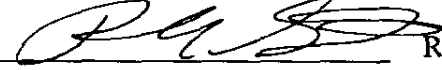

**FOURTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA

**SEVENTH:** Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
.25 Beach Street LLC	Gittings Holdings, LLC, Managing Member	
	By: 	Richard Gittings Manager
	and	
	Murphy Enterprises, LLC, Managing Member	
	By: 	John A. Murphy Manager
Beach Street Holdings, LLC	Gittings Holdings, LLC, Managing Member	
	By: 	Richard Gittings Manager
	and	
	Murphy Enterprises, LLC, Managing Member	
	By: 	John A. Murphy Manager

**AGREEMENT AND PLAN OF MERGER OF  
.25 BEACH STREET LLC  
WITH AND INTO  
BEACH STREET HOLDINGS, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "**Plan of Merger**") is entered into this 24<sup>th</sup> day of May, 2005, by and between .25 BEACH STREET LLC, a Florida limited liability company ("**.25 Beach Street**") and BEACH STREET HOLDINGS, LLC, a Florida limited liability company ("**Beach Street Holdings**").

**RECITALS**

WHEREAS, all of the Members of .25 Beach Street have resolved that .25 Beach Street be merged, pursuant to Section 608.438 of the Florida Statutes, with and into Beach Street Holdings, which will be the "**Surviving Entity**."

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree in accordance with the Florida Limited Liability Company Act with the following terms and conditions:

1. **Recitals.** The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. **Merger.** The Members of .25 Beach Street hereby agree that .25 Beach Street, at the Effective Date (as hereinafter defined), shall be merged with and into Beach Street Holdings (the "**Merger**").
3. **Effects of Merger.**

3.1 **Certain Effects of Merger.** On the Effective Date, the separate existence of .25 Beach Street shall cease and .25 Beach Street shall be merged with and into Beach Street Holdings which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of .25 Beach Street and all and singular, the rights, privileges, powers and franchises of .25 Beach Street, and all property, real, personal and mixed, and all debts due to .25 Beach Street on whatever account, and all other things in action or belonging to .25 Beach Street, shall be vested in Beach Street Holdings, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of Beach Street Holdings as they were of .25 Beach Street, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida or any other jurisdiction in .25 Beach Street shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of

.25 Beach Street shall be preserved unimpaired, and all debts, liabilities and duties of .25 Beach Street shall thenceforth attach to Beach Street Holdings and may be enforced against Beach Street Holdings to the same extent as if said debts, liabilities and duties had been incurred or contracted by Beach Street Holdings. At any time, or from time to time, after the Effective Date, the Managing Members or the last Members of the Surviving Entity may, in the name of .25 Beach Street, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of .25 Beach Street's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Entity; Articles of Organization; Operating Agreement.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Beach Street Holdings, LLC.


4.2 Articles of Organization. The Articles of Organization of Beach Street Holdings, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Organization of the Surviving Entity until changed or amended as provided by law.

4.3 Operating Agreement. The Operating Agreement of Beach Street Holdings, from and after the Effective Date, shall be the Operating Agreement of the Surviving Entity until changed or amended, in accordance with the terms thereof.

5. Members' Interests; Capital Accounts. By virtue of the mutual identity of the members of .25 Beach Street and the Surviving Entity, no additional membership interests will be issued to the respective members of the merging entities. By virtue of the mutual identity of the members of .25 Beach Street and the Surviving Entity, the capital accounts of the members of .25 Beach Street will be assumed by and added to the respective capital accounts of the members of Beach Street Holdings.

6. Management of Surviving Entity. Management of the Surviving Entity is vested in its Managing Members. The name and business address of the Managing Members are:

Gittings Holdings, LLC	Richard Gittings, Manager 1313 W. Midway Road Fort Pierce, Florida 34982
Murphy Enterprises, LLC	John Murphy, Manager 1313 W. Midway Road Fort Pierce, Florida 34982

134 S. E Ashley Oaks Way,  
Stuart, FL 34997  


7. Miscellaneous.

7.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Managing Members of .25 Beach Street or the Managing Members of Beach Street Holdings, if the Managing Members of .25 Beach Street or the Managing Members of Beach Street Holdings duly adopt a resolution abandoning this Plan of Merger.

7.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

7.3 Effective Date. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.


IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

.25 BEACH STREET LLC, a Florida limited liability company

GITTINGS HOLDINGS, LLC  
Managing Member

By:

  
Richard Gittings, Manager

MURPHY ENTERPRISES, LLC  
Managing Member

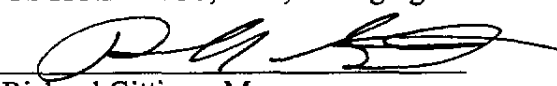
By:


  
John A. Murphy, Manager

BEACH STREET HOLDINGS, LLC, a Florida limited liability company

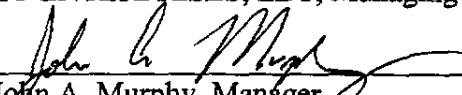
GITTINGS HOLDINGS, LLC, Managing Member

By:

  
Richard Gittings, Manager

  
\_\_\_\_\_  
Lenda M. Owens

MURPHY ENTERPRISES, LLC, Managing Member

By:   
\_\_\_\_\_  
John A. Murphy, Manager