

L050000043090

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(Business Entity Name)

L05- 43090

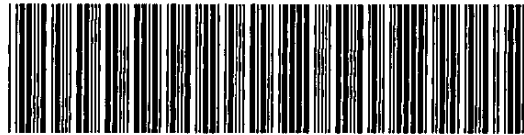
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TALLAHASSEE, FLORIDA

NOTED JAN 11 2007

SCHUTZ

LITIGATION

535 Central Avenue
St. Petersburg FL 33701

727-823-3222
Telefax 727-895-3222

Donald J. Schutz
Attorney at Law
Florida, California,
New York, District of Columbia

December 29, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE:

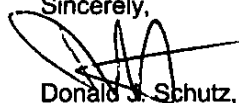
Articles of Merger
Schutz & Schutz PA Document V18793
Schutz & Schutz LLC Document L05000043090
Surviving Entity: Schutz & Schutz LLC Document L05000043090

Enclosed please Plan of Merger for Schutz and Schutz PA (Document V18793) and Schutz & Schutz LLC (Document L05000043090). Enclosed is a \$70.00 filing fee, representing \$35.00 for each merged entity.

The surviving entity is Schutz & Schutz, LLC. Please update the corporate records of these two companies accordingly.

Thank you.

Sincerely,



Donald J. Schutz, Esq.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 4, 2007

DONALD J. SCHUTZ, ATTORNEY AT LAW
535 CENTRAL AVENUE
ST. PETERSBURG, FL 33701

SUBJECT: SCHUTZ & SCHUTZ, LLC
Ref. Number: L05000043090

We have received your document for SCHUTZ & SCHUTZ, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 207A00000703

PLAN OF MERGER
SCHUTZ & SCHUTZ PA, A FLORIDA PROFESSIONAL CORPORATION,
FLORIDA DOCUMENT NUMBER V18793
AND
SCHUTZ & SCHUTZ LLC, A FLORIDA LIMITED LIABILITY COMPANY
FLORIDA DOCUMENT NUMBER LO5000043090

SURVIVING ENTITY: SCHUTZ & SCHUTZ LLC, A FLORIDA LIMITED LIABILITY
COMPANY FLORIDA DOCUMENT NUMBER LO5000043090

Schutz & Schutz, PA, a Florida Professional Association, by and through Donald J. Schutz, its President and Schutz & Schutz, LLC, a Florida Limited Liability Company, by and through Donald J. Schutz and Mishele B. Schutz as Managing Members, pursuant to Section 607.1108, Fla. Stat., and 608.438, Fla. Stat., now file this Plan of Merger for the purpose of merging Schutz & Schutz PA with Schutz & Schutz, LLC, and state as follows:

- (a) *The name of each domestic corporation and the name and jurisdiction of formation, organization, or incorporation of each other business entity planning to merge, and the name of the surviving or resulting domestic corporation or other business entity into which each other domestic corporation or other business entity plans to merge, which is hereinafter and in ss. 607.1109 and 607.11101 designated as the surviving entity:*

Corporation Planning to Merge: Schutz & Schutz, PA, A Florida Professional Association
Surviving Business Entity: Schutz & Schutz, LLC, A Florida Limited Liability Company

- (b) *The terms and conditions of the merger:*

Schutz & Schutz PA is merging into Schutz & Schutz, LLC. All assets formerly owned by Schutz & Schutz, PA, shall henceforth be assets of Schutz & Schutz, LLC. Deeds of convenience reflecting the merger shall be authorized and filed as the same may be deemed necessary to clear real estate titles.

- (c) *The manner and basis of converting the shares of each domestic corporation that is a party to the merger and the partnership interests, interests, shares, obligations or other securities of each other business entity that is a party to the merger into partnership interests, interests, shares, obligations or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the shares of each domestic corporation that is a party to the merger and rights to acquire partnership interests, interests, shares, obligations or other securities of each other business entity that is a party to the merger into rights to acquire partnership interests, interests, shares, obligations or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property.*

Schutz & Schutz PA is a Florida Professional Association. 100% of the issued and outstanding common stock is owned by Donald J. Schutz and Mishele B. Schutz, who are both attorneys at law. Pursuant to this merger, 100% of the issued and

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outstanding common stock of Schutz & Schutz PA shall be exchanged for 100% ownership of the surviving limited liability company. The post-merger members of Schutz & Schutz, LLC, are Donald J. Schutz and Mishele B. Schutz. The managing member of Schutz & Schutz, LLC, is Donald J. Schutz.

(d) If a partnership is to be the surviving entity, the names and business addresses of the general partners of the surviving entity.

The Surviving Entity is not a partnership.

(e) If a limited liability company is to be the surviving entity and management thereof is vested in one or more managers, the names and business addresses of such managers.

The manager of Schutz & Schutz, LLC, is:

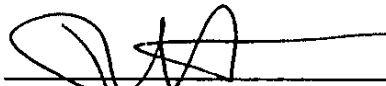
Donald J. Schutz
535 Central Avenue
St. Petersburg, FL 33701


(f) All statements required to be set forth in the plan of merger by the laws under which each other business entity that is a party to the merger is formed, organized, or incorporated.


The aforesaid plan of merger is hereby adopted for Schutz & Schutz, PA, a Florida Corporation and Schutz & Schutz LLC, a Florida Limited Liability Company.


(g) The effective date of the merger: January 1, 2007. January 15, 2007. [Signature]

In witness whereof, Donald J. Schutz and Mishele B. Schutz as 100% shareholders of Schutz & Schutz, PA, and Donald J. Schutz and Mishele B. Schutz, as members of Schutz & Schutz, LLC, now affix their hands and seals on the dates set forth hereinafter.


Donald J. Schutz
President and Shareholder
Schutz & Schutz, PA
Dated: December 29, 2006


Donald J. Schutz
Managing Member
Schutz & Schutz, LLC
Dated: December 29, 2006


Mishele B. Schutz
Shareholder
Schutz & Schutz, PA
Dated: December 29, 2006


Mishele B. Schutz
Member
Schutz & Schutz, LLC
Dated: December 29, 2006

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