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MERGER OR SHARE EXCHANGE

LIQUID SUN COMPANY, LLC

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
OF
LIQUID SUN COMPANY, INC.
WITH AND INTO
LIQUID SUN COMPANY, LLC**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "Corporation Act") and the Florida Limited Liability Company Act (the "LLC Act") pursuant to Section 607.1109 F.S. and Section 606.4382 F.S.

First: The name and jurisdiction of the surviving entity ("Surviving Company") is:

Name

LIQUID SUN COMPANY, LLC

Jurisdiction

Florida

Second: The name and jurisdiction of the merging corporation ("Merging Corporation") is:

Name

LIQUID SUN COMPANY, INC.

Jurisdiction

Florida

Third: Effective on the Effective Date (as hereinafter defined), the Merging Corporation is merged with and into the Surviving Company and the corporate existence of the Merging Corporation shall hereupon cease. The Plan of Merger is attached hereto as Exhibit "A".

Fourth: The merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

Fifth: The Plan of Merger was approved by the Board of Directors and the shareholders of the Merging Corporation in accordance with the Corporation Act on June 3, 2005 by written consent.

Sixth: The Plan of Merger was adopted by the Members of the Surviving Company in accordance with the LLC Act on June 3, 2005, by written consent.

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger this 3 day of June, 2005.

SURVIVING COMPANY:

LIQUID SUN COMPANY, LLC
a Florida limited liability corporation

MERGING CORPORATION:

LIQUID SUN COMPANY, INC.,
a Florida corporation

By: Matthew J. Meyer
Manager

By: Matthew J. Meyer
President

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CLERK OF THE
DEPARTMENT OF
STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER
for the merger of
LIQUID SUN COMPANY, INC.
with and into
LIQUID SUN COMPANY, LLC

This Plan of Merger (the "Plan") is by and between **LIQUID SUN COMPANY, INC.**, a Florida corporation (the "Merging Corporation"), and **LIQUID SUN COMPANY, LLC**, a Florida limited liability company (the "Surviving Company").

1 **Merging Corporation.** The name, address and jurisdiction of organization and governing law of the Merging Corporation are:

NAME AND ADDRESS

Liquid Sun Company, Inc.
313 Inner Harbour Circle
Tampa, Florida 33602

**JURISDICTION AND
GOVERNING LAW**

Florida

2 **Surviving Company.** The name, address and jurisdiction of organization and governing law of the Surviving Company are:

NAME AND ADDRESS

Liquid Sun Company, LLC
313 Inner Harbour Circle
Tampa, Florida 33602

**JURISDICTION AND
GOVERNING LAW**

Florida

3 **Plan Adopted.** This Plan of Merger, which was approved by all of the shareholders and directors of the Merging Corporation and all of the Members of the Surviving Company pursuant to written consents, is adopted as follows:

(a) The Merging Corporation shall be merged with and into the Surviving Company to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Company shall be Liquid Sun Company, LLC.

(c) Each outstanding share of stock of the Merging Corporation shall be converted into a membership interest in the Surviving Company calculated by dividing one share of stock of the Merging Corporation by the number of shares of total authorized, issued and outstanding shares of stock in the Merging Corporation, multiplied by 100%, multiplied by the number of shares for which a conversion is being sought. Thus, if a conversion of 100 shares of stock in the Merging Corporation is sought and there are 200 total authorized issued and

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outstanding shares of the Merging Corporation, then each share represents 0.5% of the total authorized, issued and outstanding shares of stock of the Merging Corporation, and after the Effective Date, the 100 shares of stock shall be converted into a 50% membership interest in the Surviving Company.

(d) The membership interests of the Surviving Company outstanding prior to the Merger shall be cancelled.

(e) When this plan shall become effective, the separate existence of the Merging Corporation shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(f) The Surviving Company will carry on business with the assets of the Merging Corporation.

(g) The Articles of Organization of the Surviving Company, as existing on the Effective Date as defined below, of the merger, shall continue in full force as the Articles of Organization of the Surviving Company until altered, amended, or repealed as provided in the Articles or as provided by law.

4 **Effective Date.** The effective date of the merger (Effective Date) shall be upon filing with the Department of State of State of Florida of the Articles of Merger executed by the parties of even date herewith.

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TALLAHASSEE, FLORIDA

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