

L05000061875

(Requestor's Name)

(Address)

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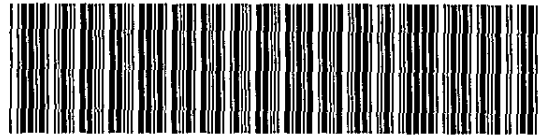
(Business Entity Name)

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TALLAHASSEE, FLORIDA

J. BRYAN JUN 22 2005

LAW OFFICE  
STEPHEN M. FEIDELMAN, P.A.  
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June 15, 2005

Fla. Dept. of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Via Federal Express

Dear Sir or Madam:

Please find enclosed our Check No. 2997, of even date, in the amount of Two Hundred Fifty-five Dollars (\$250.00) in payment of the fees associated with filing the following enclosed documents in the order indicated:

1. Articles of Organization and designation of registered agent (\$125.00) regarding the above-referenced business, obtaining a certified copy of same (\$30.00) and certificate of status (\$5.00); and
2. Articles of Merger of Mortgage Boot Camp, Inc. Into Mortgage Boot Camp, L.L.C. and attached Plan of Merger (\$60.00) and obtaining a certified copy of same (\$30.00).

Yours truly,

  
Stephen M. Feidelman

Enclosures as stated

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DIANE M. COFF JUDGE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
MORTGAGE BOOT CAMP, INC.  
INTO  
MORTGAGE BOOT CAMP, L.L.C.**

The following Articles of Merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes by the following entities:

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

Name and Street Address	Jurisdiction	Entity Type
1. Mortgage Boot Camp, Inc. 2722 N.E. 1 <sup>st</sup> Street Suite #2 Pompano Beach, FL 33062	Florida	Corporation

Florida Document/Registration Number: P05000027734  
FEI Number: 202402495

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

Name and Street Address	Jurisdiction	Entity Type
Mortgage Boot Camp, L.L.C. 2722 N.E. 1 <sup>st</sup> Street Suite #2 Pompano Beach, FL 33062	Florida	Limited Liability Company

Florida Document/Registration Number: L05000061875  
FEI Number: Applied for

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607 and/or 608, Florida Statutes.

**FOURTH:** 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 member or general partner of

the surviving entity pursuant to section(s) 607.1108(5) or 608.4381(2), Florida Statutes.

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

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

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

**EIGHTH:** SIGNATURE(S) FOR EACH PARTY:

Merging Party:

Surviving Party:

Mortgage Boot Camp, Inc.

Mortgage Boot Camp, L.L.C..

By: Joseph Panico  
Joseph Panico, President

By: Joseph Panico  
Joseph Panico, Managing Member

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger, Mortgage Boot Camp, Inc., a Florida corporation (the "Merging Entity"), and Mortgage Boot Camp, LLC, a Florida limited liability company, (the "Surviving Entity") in accordance with section(s) 607.1107 and 608.4381, is being submitted in accordance with section(s) 607.1108 and 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Mortgage Boot Camp, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Mortgage Boot Camp, LLC	Florida

**THIRD:** The terms and conditions of the merger, and the manner and basis of converting the interests, shares and obligations as well as the rights to acquire those interests, shares and obligations, of the Merging Entity into the Surviving Entity, in whole or in part, into cash or other property, are as follow:

(a) This plan of merger must be approved by both a majority of the shareholders of the Merging Entity and a four-fifths majority-in-interest of the members of the Surviving Entity, as set forth in its operating agreement, and shall be effective immediately upon the filing of a certificate of merger with the Florida Department of State (the "Effective Date");

(b) Written notification of submission of this Plan of Merger for approval without a meeting pursuant to §608.4381(4)(a) shall be timely provided to each member of the Company and shall include copies of this Plan for Merger and §608.4384, Florida Statutes advising that dissenting members may entitled to the fair value in the Company if they comply with the requirements of §608.4383, F.S. The date of giving such notification shall be noted thereon. The fair value of an interest in the Surviving Entity shall be the net book value of the dissenting member's capital account on the date of mailing of notification of this plan of merger;

(c) All assets and liabilities of the Merging Entity shall be transferred to the Surviving Entity;

(d) All shares held by all shareholders of the Merging Entity shall be cancelled of record;

(e) The Members of the Surviving Entity shall be issued and shall hold the same percentage interest of the membership units in the Surviving Entity as they owned of the Merging Entity;

(f) No additional membership interest in the Surviving Entity, no cash or other property shall be issued or delivered to any shareholder of the Merging Entity as a result of this Merger; and

(g) Upon the Effective Date, the separate existence of the Merging Entity shall cease and the Surviving Entity shall possess all rights and interests of the Merging Entity, including all debts obligations, causes of action and property, which shall deemed to be the rights and obligations of the Surviving Entity, without further act or document, as if they were the Merging Entity.

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**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as set forth in Section Third, above.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as set forth in Section Third, above.

**FIFTH:** A limited liability company is the surviving entity and the name(s) and address(es) of its manager(s) or managing members are as follows:

Joseph Panico, Managing Manager and President  
2722 N. E. First Street  
Suite 2  
Pompano Beach, Florida 33062

**SIXTH:** 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: Not Applicable

**SEVENTH:** Other provisions, if any, relating to the merger: Not Applicable

Merging Party:

Mortgage Boot Camp, Inc.

By: Joseph Panico  
Joseph Panico, President

Date: 6/15/05

Surviving Party:

Mortgage Boot Camp, LLC.

By: Joseph Panico  
Joseph Panico, Managing Member

Date: 6/15/05

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