

LD5000063504

(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

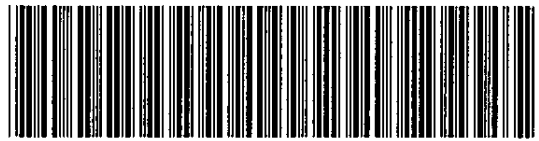
(Document Number)

Certified Copies _____

Certificates of Status _____

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Office Use Only



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DIVISION OF CORPORATIONS
07 OCT 24 PM 12:28

T. Hampton OCT 25 2007

Miller & Williams, PLC

Attorneys at Law

2905 Corinthian Ave. Ste. 5 • Jacksonville, Florida 32210

Phone (904) 425-0040 • Facsimile (904) 425-0028

www.miller-williams.com

October 23, 2007

Via Federal Express

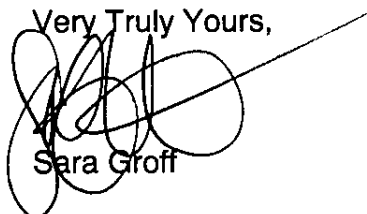
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Filing Certificate of Merger

To Whom It May Concern:

Please find enclosed original Certificate of Merger of AI, LLC with and into G.A.D.A., LLC. Please also find attached check in the amount of \$50.00 for the filing fee. I also enclosed a copy of the certificate of merger. Please stamp and return in the enclosed Fed Ex envelope so we can send it for recording. Please feel free to contact me with any questions or concerns

Very Truly Yours,

A handwritten signature in black ink, appearing to be "Sara Groff", written over a horizontal line.

Sara Groff

CERTIFICATE OF MERGER

OF

AI, LLC
(a Florida limited liability company)

WITH AND INTO

G.A.D.A., LLC
(a Florida limited liability company)

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Pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), the following Certificate of Merger is adopted by and between G.A.D.A., LLC, a Florida limited liability company ("Survivor"), and AI, LLC, a Florida limited liability company ("Target"):

1. The exact name, street address of its principal office, jurisdiction, and entity type of the Target, the merging business entity is:

AI, LLC (FEIN: 20-8014877) **LO6000116998**
a Florida limited liability company
9000 Regency Square Blvd. N., Suite 200
Jacksonville, Florida 32211

2. The exact name, street address of its principal office, jurisdiction, and entity type of the Survivor, the surviving business entity is:

G.A.D.A., LLC (FEIN: 20-3185549) **LO5000063504**
a Florida limited liability company
9000 Regency Square Blvd. N., Suite 200
Jacksonville, Florida 32211

3. A true and correct copy of the Plan of Merger between the Survivor and Target is attached hereto as Exhibit A and incorporated herein by reference (the "Plan of Merger"). The Plan of Merger meets the requirements of Section 608.438 of the Act.

4. The merger shall become effective on the date on which this Certificate of Merger is filed with the Florida Department of State.

5. The Plan of Merger was approved by each party to the merger in accordance with the applicable provisions of the Act.

6. The Merger is permitted under and complies with the laws of Florida and is not prohibited by the articles of organization or operating agreement of the Survivor or by the articles of organization or operating agreement of the Target.

7. The Survivor will continue its existence as the surviving business entity under its current name pursuant to the provisions of the Act.

[signature page follows]

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The undersigned have caused this Certificate of Merger to be executed by its duly authorized agent on October 17, 2007.

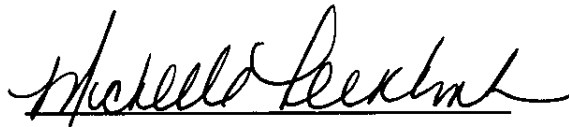
G.A.D.A., LLC
a Florida limited liability company

By: 

Paul B. Rohan
Manager

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of October, 2007, by Paul B. Rohan as manager of G.A.D.A., LLC, on behalf of the company. He is personally known to me.



Notary Public-State of Florida

Commission Number: DD710035


(SEAL)



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The undersigned has caused this Certificate of Merger to be executed by its duly authorized agent on October 17, 2007.

AI, LLC,
a Florida limited liability company

By: 
Gregory L. Laubach
Managing Member

STATE OF Florida
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of October, 2007, by Gregory L. Laubach as managing member of AI, LLC, on behalf of the company. He is personally known to me.



Notary Public-State of Florida
Commission Number: DD 710035

(SEAL)



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Exhibit A

PLAN OF MERGER

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PLAN OF MERGER

**(AI, LLC, a Florida limited liability company, with and into
G.A.D.A., LLC, a Florida limited liability company)**

THIS PLAN OF MERGER (this "Plan of Merger") involves G.A.D.A., LLC, a Florida limited liability company ("Survivor"), and AI, LLC, a Florida limited liability company ("Target"):

1. The exact name, street address of its principal office, jurisdiction, and entity type of the Target, the merging business entity is:

AI, LLC (FEIN: 20-8014877)
a Florida limited liability company
9000 Regency Square Blvd. N., Suite 200
Jacksonville, Florida 32211

2. The exact name, street address of its principal office, jurisdiction, and entity type of the Survivor, the surviving business entity is:

G.A.D.A., LLC (FEIN: 20-3185549)
a Florida limited liability company
9000 Regency Square Blvd. N., Suite 200
Jacksonville, Florida 32211

3. The terms and conditions of this merger (the "Merger") are as follows:

- a. The Merger shall become effective on the date and at the time on which the certificate of merger (the "Certificate of Merger") containing the provisions required by, and executed in accordance with, Section 608.438 of the Florida Limited Liability Company Act (the "Act") shall have been accepted for filing by the Secretary of State of the State of Florida (the "Effective Time").
- b. This transaction shall be treated by the parties for income tax purposes as a sale of assets by Target to Survivor.
- c. Subject to the terms and conditions of this Plan of Merger, at the Effective Time, the Target shall be merged with and into the Survivor in accordance with the provisions of Section 608.4383 of the Act. The separate existence of the Target shall cease and the Survivor shall continue as the surviving business entity of the Merger under the name of "G.A.D.A., LLC."
- d. The Merger shall have the effect provided therefor by the Act.

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- e. The Operating Agreement of the Survivor in effect immediately prior to the consummation of the Merger shall continue as the Operating Agreement of the Survivor after the Effective Time, until thereafter amended, amended and restated, or repealed in accordance with applicable law.
4. 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 follows:
- a. Subject to the provisions set forth below, (i) all of the outstanding membership interests and rights to acquire membership interests of Target shall be surrendered and delivered to the Survivor and canceled at Closing, and no additional membership interests of the Survivor or other property will be issued in exchange therefor except for the right to receive the consideration set forth below, (ii) all of the outstanding membership interests of the Survivor shall remain outstanding, and the current members the Survivor shall continue to own the same percentage of membership interests in the Survivor as the members did prior to the Merger, and (iii) the members of the Target shall not become members of the Survivor pursuant to this Plan of Merger.
 - b. At the time of the Merger, no transfers of the membership interests of the Target by any purported member thereof shall be allowed, made or recognized.
 - c. As payment in full for the membership interests of the Target being acquired by the Survivor in the Merger, the Survivor shall pay to the members of Target the agreed upon consideration, subject to certain adjustments and prorations.
5. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:
- a. All of the outstanding rights to acquire membership interests of Target shall be surrendered and delivered to the Survivor and canceled at Closing

Dated: October 17, 2007