

L05000099697

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TALLAHASSEE, FLORIDA

62
12/11/05

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Merger of Semanik Properties, Inc. with Semanik Properties, LLC

Dear Sir or Madam:

The enclosed Articles of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Katherine S. Carpenter

(Name of Person)

Semanik Properties, LLC

(Firm/Company)

2120 Corporate Square Blvd, Suite 3

(Address)

Jacksonville, Florida 32216

(City/State and Zip Code)

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For further information concerning this matter, please call:

Katherine S. Carpenter

(Name of Person)

at (904) 724-7800

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its 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>
1. <u>Semanik Properties, LLC</u>	<u>Florida</u>	<u>Limited Liability Co.</u>

2120 Corporate Square Blvd

Suite 3

Jacksonville, FL 32216

Florida Document/Registration Number: L05000099697

FEI Number: 20-3690467

2. Semanik Properties, Inc.

Florida

Corporation

2120 Corporate Square Blvd

Suite 3

Jacksonville, FL 32216

Florida Document/Registration Number: P00000102321

FEI Number: 59-3695519

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its 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>
<u>Semanik Properties, LLC</u>	<u>Florida</u>	<u>Limited Liability Co.</u>
<u>2120 Corporate Square Blvd</u>		
<u>Suite 3</u>		
<u>Jacksonville, FL 32216</u>		

Florida Document/Registration Number: L05000099697

FEI Number: 20-3690467

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: 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 general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

November 30, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

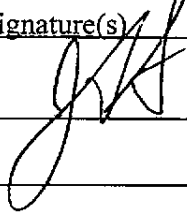
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

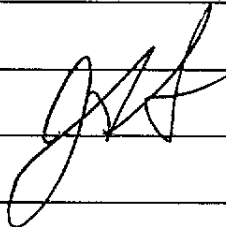
Typed or Printed Name of Individual

Semanik Properties, LLC



John A. Semanik

Semanik Properties, Inc.



John A. Semanik

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CLERK OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Semanik Properties, Inc.	Florida
Semanik Properties, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Semanik Properties, LLC	

THIRD: The terms and conditions of the merger are as follows:

As on November 30, 2005, John A. Semanik will contribute all of his stock in Semanik Properties, Inc. (representing 100% of the outstanding shares) to Semanik Properties, LLC in exchange for 100% ownership in Semanik Properties, LLC.

FOURTH:

- A. The manner and basis of converting the interest, share, 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:

As of November 30, 2005 John A. Semanik will transfer his 500 shares of common stock in Semanik Properties, Inc. (representing 100% of the outstanding shares) to Semanik Properties, LLC in exchange for 100% ownership in Semanik Properties, LLC. Immediately thereafter, all of the net assets of Semanik Properties, Inc. will be liquidated and transferred to Semanik Properties, LLC in exchange for the 500 shares of outstanding stock.

- 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 follows:

N/A

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TALLAHASSEE, FLORIDA

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of the General Partner(s)

N/A

If General Partner is a Non-Individual

Florida Document/Registration #

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

John A. Semanik

2120 Corporate Square Blvd. #3 Jacksonville, FL 32216

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a part to the merger is formed, organized or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

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