

Division of Corporations

Page 1 of 1

L05000102765

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H080002819063)))



H080002819063ABCI

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
Phone : (239)344-1100
Fax Number : (239)344-1200

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 DEC 31 AM 8:39

FILED

RECEIVED

2008 DEC 31 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

RAJ LAND 1, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$58.75

\$80.00

EFFECTIVE DATE

12-31-08

C. LEWIS

JAN 05 2009

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

C. LEWIS

JAN 05 2009

EXAMINER

FILED

2008 DEC 31 AM 8:39

FAX AUDIT NO.: H08000281906 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RJT OPERATIONS 1, L.L.C.	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

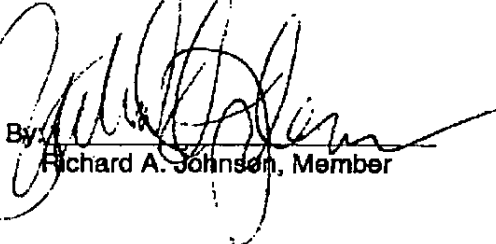
<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RAJ LAND 1, L.L.C.	Florida	limited liability company

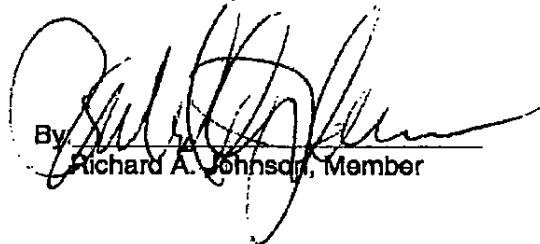
THIRD: The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The effective date of the merger shall be December 31, 2008, or, if later, the date this document is filed with the Florida Department of State.

RAJ LAND 1, L.L.C.

RJT OPERATIONS 1, L.L.C.

By: 
Richard A. Johnson, Member

By: 
Richard A. Johnson, Member

EFFECTIVE DATE
12-31-08

FAX AUDIT NO.: H08000281906 3

FILED

FAX AUDIT NO.: H08000281906 3

2009 DEC 31 AM 8:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with §608.4381, F.S., is being submitted in accordance with §608.438, F.S.

FIRST: The exact name, form/entity type, and jurisdiction for the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RJT OPERATIONS 1, L.L.C.	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RAJ LAND 1, L.L.C.	Florida	limited liability company

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

1. Merger. In accordance with the provisions of the Florida Limited Liability Company Act, RJT OPERATIONS 1, L.L.C. (the "Merging Entity"), shall merge with and into RAJ LAND 1, L.L.C. (collectively hereinafter referred to as the "Merger"), the separate existence of the Merging Entity, shall cease, and RAJ LAND 1, L.L.C. shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. Effective Date. The Merger shall become effective as of December 31, 2008, or, if later, the date this document is filed with the Florida Department of State (the "Effective Date").

3. Effect of Merger. The Merger shall have the effect set forth in the Florida Limited Liability Company Act.

4. Surviving Members. The Members of the Surviving Entity as of the Effective Date shall remain the Members of the Surviving Entity following the Effective Date.

FOURTH: The manner and basis of converting the membership units of the merging party into membership units of the Surviving Entity, in whole or in part, into cash or other property are as follows:

A. Immediately prior to the Effective Date, all of the outstanding membership interests in the Merging Entity were owned beneficially by the beneficial owners of all the outstanding membership interests in the Surviving Entity, in the same proportion as they hold their interests in the Surviving Entity. Upon the Effective

FAX AUDIT NO.: H08000281906 3

FAX AUDIT NO.: H08000281906 3

Date, each membership interest of the Merging Entity shall terminate. Each membership interest of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a membership interest of the Surviving Entity following the Merger.

B. There are no authorized or outstanding rights to acquire interests, membership units, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting rights to acquire interests, membership units, obligations or other securities of the merging party into rights to acquire interests, membership units, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

The undersigned have executed this Plan of Merger effective as of the 31st day of December, 2008.

RAJ LAND 1, LLC.

By: 

Richard A. Johnson, Member

RJT OPERATIONS 1, LLC.

By: 

Richard A. Johnson, Member

FILED

2008 DEC 31 AM 8:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA