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DANIEL C. PERRI

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MERGER OR SHARE EXCHANGE

PRYOR ENTERPRISES, LLC

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$96.25

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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TALLAHASSEE, FLORIDA

November 1, 2005

LAW OFFICE OF DANIEL C. FERRI

SUBJECT: PRIOR ENTERPRISES, LLC
REF: L05000104404

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger has to be attached with the articles of merger. You can go to our website and get the Cross Entity Merger form which has all the information that is needed. LLC's are not corporations and your documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

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ARTICLES OF MERGER
OF
PRYOR ENTERPRISES, INC., #195560
A FLORIDA CORPORATION,
INTO
PRYOR ENTERPRISES, LLC, #L05000104404
A FLORIDA LIMITED LIABILITY COMPANY

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Pursuant to Section 608.4382 of the Florida Statutes, the undersigned business entities, PRYOR ENTERPRISES, INC., a Florida corporation, and PRYOR ENTERPRISES, LLC, a Florida limited liability company, adopt the following Articles of Merger for the purpose of merging PRYOR ENTERPRISES, INC., a Florida corporation, into PRYOR ENTERPRISES, LLC, a Florida limited liability company:

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of PRYOR ENTERPRISES, INC., a Florida corporation, into PRYOR ENTERPRISES, LLC, a Florida limited liability company, is attached to these Articles as an exhibit and incorporated herein by reference.

ADOPTION OF PLAN

2. (a) There are 1,000 shares of common stock, each of \$1.00 par value of PRYOR ENTERPRISES, INC., a Florida corporation, issued and outstanding that were entitled to vote on the Plan of Merger. One Thousand shares were voted in favor of the Plan of Merger at a meeting of the Shareholders of PRYOR ENTERPRISES, INC., Inc., a Florida corporation, held on October 20, 2005.

(b) There are 100 units of membership of PRYOR ENTERPRISES, LLC, a Florida limited liability company, issued and outstanding, that were entitled to vote on the Plan of Merger. One hundred membership units were voted in favor of the Plan of Merger at a meeting of the Members of PRYOR ENTERPRISES, LLC, a Florida limited liability company, held on October 20, 2005.

(c) The Secretary of PRYOR ENTERPRISES, LLC, a Florida limited liability, Susan S. Myers, 31 Bay Drive, SE, Fort Walton Beach, Florida 32548, on behalf of the Manager, William M. Sasser, 900 Adams Crossing, Suite 12300, Cincinnati, Ohio 45202, has been authorized by the Directors and Shareholders and Members of each business entity to sign these Articles of Merger on behalf of each business entity.

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EFFECTIVE DATE

3. The Plan of Merger shall be effective on November 1, 2005.

In witness whereof, the undersigned business entity has caused these Articles to be signed
as of the 31 day of October, 2005 and effective as of November 1, 2005.

PRYOR ENTERPRISES, LLC,
a Florida limited liability company

(Seal)

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Susan S. Myers
By Its Secretary: Susan S. Myers

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**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION**

This Agreement of Merger and Plan of Reorganization dated November 1, 2005, and effective as of November 1, 2005, by and between PRYOR ENTERPRISES, INC., a Florida corporation, ("PRYOR CORP") and PRYOR ENTERPRISES, LLC., a Florida limited liability company ("PRYOR LLC").

WHEREAS, the Shareholders of PRYOR CORP and the Members of PRYOR LLC have resolved that PRYOR CORP be merged into a single limited liability company existing under the laws of the State of Florida, to wit, PRYOR LLC, which shall be the surviving limited liability company (such operations in its capacity as such surviving limited liability company being sometimes referred to herein as the "Surviving Limited Liability Company") in a transaction qualifying as a reorganization within the meaning of Section 368 (a) (1) (F) of the Internal Revenue Code;

WHEREAS, the authorized shares of PRYOR CORP consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "PRYOR CORP Stock"), of which 1,000 shares are issued and outstanding;

WHEREAS, the authorized membership units of PRYOR LLC consists of 100 units of membership interest (hereinafter called "PRYOR LLC Units"), 100 units of which are issued and outstanding; and

WHEREAS, the respective Shareholders and Board of Directors of PRYOR CORP and Members and Managers of PRYOR LLC have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Laws of the State of Florida, that PRYOR CORP shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single limited liability company existing under the laws of the State of Florida, to wit, PRYOR LLC, which shall be the Surviving Limited Liability Company, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' and Members' Meetings; Filings; Effects of Merger.

1.1 PRYOR CORP Shareholders' Meeting. PRYOR CORP shall call a meeting of its shareholders to be held in accordance with the Law of the State of Florida at the earliest practicable date, upon due notice thereof to its shareholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 PRYOR LLC Members' Meeting. PRYOR LLC shall call a meeting of its members to be held in accordance with the Law of the State of Florida at the earliest practicable date, upon due notice thereof to its members to consider and vote upon, among other matters, adoption of this Agreement.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the shareholders of PRYOR CORP in accordance with the Law of the State of Florida, (b) this Agreement is adopted by the members of PRYOR LLC in accordance with the Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and

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recorded in accordance with the Law of the State of Florida. The Merger shall become effective at 5:00 p.m. on the 1st day of November, which date and time are herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of PRYOR CORP shall cease, and PRYOR CORP, shall be merged into PRYOR LLC, which, as the Surviving Limited Liability Company, shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of PRYOR CORP; and all and singular, the rights, privileges, powers, and franchises of PRYOR CORP, and all property, real, personal, and mixed, and all debts due to PRYOR CORP, on whatever account, as well for stock subscriptions and all other things in action or belonging to PRYOR CORP, shall be vested in the Surviving Limited Liability Company; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Limited Liability Company as they were of PRYOR CORP, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in PRYOR CORP, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of PRYOR CORP, shall be preserved unimpaired, and all debts, liabilities, and duties of PRYOR CORP, shall thenceforth attach to the Surviving Limited Liability Company and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting shareholders of PRYOR CORP, or the corresponding officers of the Surviving Limited Liability Company, may, in the name of PRYOR CORP, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Limited Liability Company may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Limited Liability Company title to and possession of all PRYOR CORP's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purpose of this Agreement.

2. Name of Surviving Limited Liability Company; Operating Agreement.

2.1 Name of Surviving Limited Liability Company. The name of the Surviving Limited Liability Company from and after the Effective Date shall be PRYOR ENTERPRISES, LLC, a Florida limited liability company.

2.2 Operating Agreement. The Operating Agreement of PRYOR LLC, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Operating Agreement of the Surviving Limited Liability Company until amended as provided therein.

3. Status and Conversion of Securities. The manner and basis of converting the stock of PRYOR CORP and the nature and amount of securities of PRYOR LLC, which the holders of stock of PRYOR CORP are to receive in exchange for the cancellation of their shares as follows:

3.1 PRYOR LLC Membership Units. Each ten shares of PRYOR CORP Common Stock, which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid membership unit of PRYOR LLC, and outstanding certificates representing shares of PRYOR CORP Common Stock shall thereafter represent membership units of PRYOR LLC. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Limited Liability Company.

3.2 PRYOR CORP Common Stock. All issued and outstanding shares of PRYOR CORP Common Stock held by shareholders of PRYOR CORP, immediately before the

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Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous.

4.1 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

5. Managing Member and Secretary.

5.1 The initial Managing Member shall be, William M. Sasser, 900 Adams Crossing, Suite 12300, Cincinnati, Ohio 45202, and the Secretary shall be Susan S. Myers, 31 Bay Drive SE, Fort Walton Beach, Florida 32548.

IN WITNESS WHEREOF, this Agreement has been executed by PRYOR ENTERPRISES, INC., a Florida corporation, and PRYOR ENTERPRISES, LLC, a Florida limited liability company, all on the date first above written.

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SIGNATURE PAGE:

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SIGNATURE PAGE:

ATTEST:

PRYOR ENTERPRISES, INC.,
a Florida corporation

Susan S. Myers
Susan S. Myers, Secretary

(SEAL)

ATTEST:

PRYOR ENTERPRISES, LLC,
a Florida limited liability company.

Susan S. Myers
Susan S. Myers, Secretary

(SEAL)

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