

LD5000108838

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

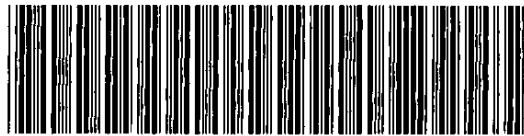
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600116204856

01/29/08--01023--012 **50.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
08 JAN 29 PM 1:14

G. MCLEOD

JAN 30 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ascot Estero Place, LLC -- (document no. L05000108838)
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Martin Friend

(Contact Person)

Ascot Development, LLC

(Firm/Company)

6420 Congress Avenue, Suite 2000

(Address)

Boca Raton, Florida 33487

(City, State and Zip Code)

For further information concerning this matter, please call:

Martin Friend at (561) 495-7554
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
08 JAN 29 PM 1:14

**Certificate of Merger
For
Florida Limited Liability Company**

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ascot Estero Place, LLC	Florida	LLC
✓ (document no. L05000108838)		
Ascot Estero Place, LLC	Florida	LLC
(document no. L05000070436)		

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>
Ascot Estero Place, LLC (document no. L05000108838)	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

n/a

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

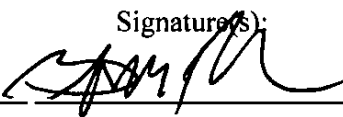
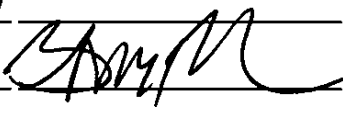
Street address: n/a

Mailing address: n/a

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
08 JAN 29 PM 1:14

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Ascot Estero Place, LLC (document no. L05000108838)		Garrett M. Bender
Ascot Estero Place, LLC (document no. L05000070436)		Garrett M. Bender

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
--	---------

PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Ascot Estero Place, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>(document no. L05000108838)</u>		
<u>Ascot Estero Place, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>(document no. L05000070436)</u>		

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>
<u>Ascot Estero Place, LLC (document no. L05000108838)</u>	<u>Florida</u>	<u>LLC</u>

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

Ascot Estero Place, LLC (document no. L05000070436) was originally formed and filed on July 18, 2005. Subsequently, Ascot Estero Place, LLC (document no. L05000108838) was filed in error on July 18, 2005. A single operating agreement exists for these two entities, and the sole member of each entity is the same. This merger is being undertaken to avoid any future confusion. The surviving entity is to be Ascot Estero Place, LLC (document no. L05000108838).

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The sole member of the surviving entity shall hold one hundred percent (100%) of the membership interests in the surviving entity. Previously, the sole member of the surviving entity was also the sole member of each merging entity.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

No such rights exist.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

n/a

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

n/a

(Attach additional sheet if necessary)