

LQ5000113405

(Requestor's Name)

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(City/State/Zip/Phone #)

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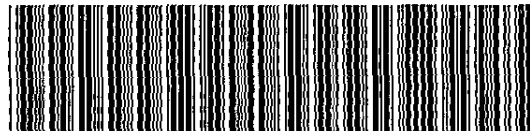
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April 28, 2006

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Survivor: Mars PBG Realty Associates LLC Merger involving 4 LLCs

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | Non Profit        |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                    |
|-------------------------------------|------------------------------------|
| <input type="checkbox"/>            | Amendment                          |
| <input type="checkbox"/>            | Resignation of RA Officer/Director |
| <input type="checkbox"/>            | Change of Registered Agent         |
| <input type="checkbox"/>            | Dissolution/Withdrawal             |
| <input checked="" type="checkbox"/> | Merger                             |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Reports   |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |
| <input type="checkbox"/> | Reinstatement    |

| REGISTRATION/QUALIFICATION |                   |
|----------------------------|-------------------|
| <input type="checkbox"/>   | Foreign           |
| <input type="checkbox"/>   | Limited Liability |
| <input type="checkbox"/>   | Reinstatement     |
| <input type="checkbox"/>   | Trademark         |
| <input type="checkbox"/>   | Other             |

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Certificate of Merger  
For  
Florida Limited Liability Companies

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with Section 608.4382 of the Florida Statutes.

**FIRST:** The exact name and jurisdiction for each merging party are as follows:

| <u>Name</u>                           | <u>Jurisdiction</u>                 |
|---------------------------------------|-------------------------------------|
| <u>Ronsal RCA LLC</u>                 | <u>Florida</u> <u>L99 000005597</u> |
| <u>PBG Loshmanns Realty LLC</u>       | <u>Florida</u> <u>L01 000022584</u> |
| <u>PBGOP Realty LLC</u>               | <u>Florida</u> <u>L02600001141</u>  |
| <u>Mars PBG Realty Associates LLC</u> | <u>Florida</u> <u>L05000113405</u>  |

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

| <u>Name</u>                           | <u>Jurisdiction</u>                |
|---------------------------------------|------------------------------------|
| <u>Mars PBG Realty Associates LLC</u> | <u>Florida</u> <u>L05000113405</u> |

**THIRD:** The attached plan of merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes and their respective articles of organization and governing documents.

**FOURTH:** Signature(s) for Each Party:

RONSAL RCA LLC

By:

Allen YudeLL  
Name: ALLEN YUDELL  
Title: Manager

PBG LOEHMANN'S REALTY LLC

By:

AJG LOEHMANN'S REALTY CORP.,  
as Sole Manager

By:

John C. Moreno  
John C. Moreno, Vice President

PBGOP REALTY LLC

By:

Lois Kaniuk  
Name: LOIS KANIUK  
Title: Manager

MARS PBG REALTY ASSOCIATES  
LLC

By:

Allen YudeLL  
Name: ALLEN YUDELL  
Title: Manager

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## PLAN OF MERGER

The following is a Plan of Merger of Florida limited liability companies in accordance with Section 608.438 of the Florida Limited Liability Company Act (the "FLLCA").

**FIRST:** The exact name and jurisdiction of formation of each merging party, each of which is a limited liability company, are as follows:

| <u>Name</u>                           | <u>Jurisdiction</u> |
|---------------------------------------|---------------------|
| <u>Ronsal RCA LLC</u>                 | <u>Florida</u>      |
| <u>PBG Loehmanns Realty LLC</u>       | <u>Florida</u>      |
| <u>PBGOP Realty LLC</u>               | <u>Florida</u>      |
| <u>Mars PBG Realty Associates LLC</u> | <u>Florida</u>      |

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

| <u>Name</u>                           | <u>Jurisdiction</u> |
|---------------------------------------|---------------------|
| <u>Mars PBG Realty Associates LLC</u> | <u>Florida</u>      |

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

At the Effective Time (as defined below) each of Ronsal RCA LLC and PBG Loehmanns Realty LLC and PBGOP Realty LLC (collectively, the "Merged Parties") shall be merged with and into Mars PBG Realty Associates LLC (the "Surviving Party"), in accordance with the provisions of Section 608.438 of the FLLCA (the "Merger") and the separate existence of each of the Merged Parties shall thereupon cease and the Surviving Party, as the surviving entity in the Merger, shall continue its existence as a limited liability company under the laws of Florida.

After approval of this Plan of Merger in accordance with Section 608.4381 of the FLLCA, the Surviving Party shall deliver to the Department of State of the State of Florida for filing a certificate of merger in accordance with Section 608.4382 of the FLLCA (the "Certificate of Merger"). The Merger shall become effective upon the filing of the Certificate of Merger or at such other time as may be specified in the Certificate of Merger. The time when the Merger shall become effective is herein referred to as the "Effective Time".

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**FOURTH:**

A. The manner and basis of converting the interests of the members of each party to the merger into interests of the survivor or, in whole or in part, into cash or other property is as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of the holders of any securities of or interests (including membership interests) in any of the parties:

(a) Each and every membership interest or other equity interest in each of the Merged Parties (each an "Interest") shall automatically be converted into the right to receive the sum of \$1.00 for each one percent (1%) interest in each of the Merged Parties represented by such Interest (the "Merger Consideration"), payable by the Surviving Party promptly after the Effective Time in cash, without interest, to the holder of such Interest. All such Interests, when so converted, shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of an Interest shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration therefor as provided herein.

(b) For avoidance of doubt, each and every membership interest or other equity interest in the Surviving Party shall remain outstanding and unchanged.

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