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Division of Corporations

GASSMAN BATES

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05000114561
Florida Department of State
Division of Corporations
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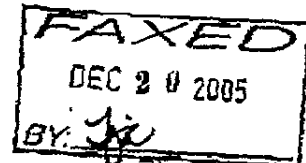
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To: Division of Corporations
Fax Number : (850) 205-0380
From: Account Name : GASSMAN & ASSOCIATES, P.A.
Account Number : 075350000514
Phone : (727) 442-1200
Fax Number : (727) 443-5825



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MERGER OR SHARE EXCHANGE

SHELLO, L.L.C.

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FLORIDA DEPT OF STATE



December 22, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHELLO, L.L.C.
4801 95TH STREET NORTH
ST. PETERSBURG, FL 33708

SUBJECT: SHELLO, L.L.C.
REF: L05000114951

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

The articles of merger must meet the requirements of section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

The plan of merger must be attached/included.

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

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) 245-5094.

Agnes Lunt
Document Specialist

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TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

Audit Fax #: H050002889383**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>SHILON INVESTMENTS, INC.</u>	<u>INDIANA</u>	<u>corporation</u>
Florida Document/Registration Number: <u>N/A</u>		FBI Number: _____
2. _____		
Florida Document/Registration Number: _____		FBI Number: _____
3. _____		
Florida Document/Registration Number: _____		FBI Number: _____
4. _____		
Florida Document/Registration Number: _____		FBI Number: _____

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(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>
SHELLO, LLC	FLORIDA	limited liability company

Florida Document/Registration Number: LC5000114581

FEI Number: _____

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 8, 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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ELFVENT I: SIGNATURES FOR EACH PARTY:

SHELLO, L.L.C., a Florida limited liability company

By: Gerald D. Roberts
GERALD D. ROBERTS

Its: Manager

SHILOH INVESTMENTS, INC., an Indiana corporation

By: Gary D. Roberts
GARY D. ROBERTS

Its: President

ARTICLES OF MERGER

Also S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750
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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:

Name

Jurisdiction

SHILOH INVESTMENTS, INC.

INDIANA

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

Name

Jurisdiction

SHELLO, L.L.C.

FLORIDA

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

The Constituent Entities hereby agree that the Merging Entity shall be merged with and into the Surviving Entity, and the Merging Entity and the Surviving Entity shall be a single Entity. The Surviving Entity shall be the Entity continuing after the merger, and the separate existence of the Merging Entity shall cease on the effective date of this Agreement.

(Attach additional sheet(s) if necessary)

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

Since the ownership interests of the Merging Entity are currently owned by the same Members and in the same proportion as the membership interests of the Surviving Entity, no additional membership interests need be issued by the Surviving Entity to reflect the ownership interest of the Members after the effective date. The certificates representing the ownership interests of the Merging Entity shall be surrendered and cancelled on the effective date. The membership interests of the Surviving Entity shall be unaffected by the merger and shall continue to constitute all of the outstanding membership interests in the Surviving Entity.

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:

Same as above

(Attach additional sheet(s) if necessary)

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 General Partner(s)

If General Partner is a Non-Individual,

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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:

GARY D. ROBERTS
4801 95th Street North
St. Petersburg, FL 33708

MARK D. WALLACE
4801 95th Street North
St. Petersburg, FL 33708

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

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

(Attach additional sheet(s) if necessary)

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