

Division of Corporations

LO5000120801

2005 DEC 28 A 9:23

Florida Department of State
Division of Corporations
Public Access System

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

(((H05000292918 3)))

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) 205-0380

From:

Account Name : BARITZ & COLMAN LLP
Account Number : I20000000130
Phone : (561) 750-0910
Fax Number : (561) 750-5045

RECEIVED

05 DEC 28 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**MINDFUL EMPLOYEE LLC****AL**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$165.00

30 + 60

\$95.00

POS-121465

Electronic Filing Menu

Corporate Filing

Public Access Help

(((H05000292918 3)))

FILED

ARTICLES OF MERGER

2005 DEC 28 A 9:23

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. Mindful Employee, Inc. 8135 LAKE WORTH RD Suite B LAKE WORTH FL 33467	Florida	Corporation

Florida Document/Registration Number: P05000121463 FEI Number: NONE

2.

Florida Document/Registration Number: FEI Number:

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>
MINDFUL EMPLOYEE LLC 8135 LAKE WORTH RD STE B LAKE WORTH FL 33467	Florida	Limited Liability Company

Florida Document/Registration Number: L05000120801 FEI Number: Applied For

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: 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 operating agreement or articles of organization of any limited liability company that is a party to the merger.

(((H05000292918 3)))

(((H05000292918 3)))

FILED

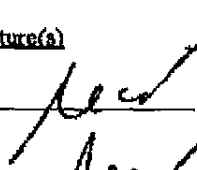

2005 DEC 28 A 9:2.

CLERK OF STATE
TALLAHASSEE, FLORIDA

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: SIGNATURE(S) FOR EACH PARTY

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Mindful Employee, Inc.</u>		<u>Jeffrey Pechter, President</u>
<u>Mindful Employee LLC</u>		<u>Jeffrey Pechter, Manager</u>

(((H05000292918 3)))

((H05000292918 3)))

FILED

2005 DEC 28 A 9:23

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 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:

<u>Name:</u>	<u>Jurisdiction</u>
Mindful Employee, Inc	Florida

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

<u>Name:</u>	<u>Jurisdiction</u>
MINDFUL EMPLOYEE LLC	Florida

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

<u>Name:</u>	<u># of Shares</u>	<u>Membership Interest</u>
JSP GP LLC	99	99%
Jeffrey Pechter	1	1%
		%

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:

The shares in the merging party corporation shall become membership interests in the surviving party, as more particularly set forth in Paragraph THIRD, above. Each shareholder shall be given membership interests in the surviving party equivalent to the number of shares it held in the merging 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:

N/A

((H05000292918 3)))

((H05000292918 3)))

FILED

2005 DEC 28 A 9:23

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)
N/A

TALLAHASSEE STATE
FLORIDA
If General Partner is a Non-Individual,
Florida Document/Registration Number

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:

Jeffrey Pechter

Manager/Member

8135 LAKE WORTH RD
STE B
LAKE WORTH FL 33467

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:

N/A

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

N/A

(Attach additional sheet(s) if necessary)

((H05000292918 3)))