

L05000122716

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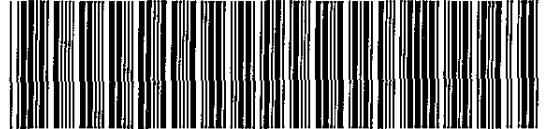
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# CAPITAL CONNECTION, INC. •

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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Vision Partners 2005, LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
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Name

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Time

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**ARTICLES OF MERGER OF  
VISION PARTNERS NA, INC. WITH AND INTO  
VISION PARTNERS 2005, L.L.C.**

Pursuant to the provisions of Section 607.1011 and 608.438 of the Florida Statutes, the undersigned do hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of VISION PARTNERS NA, INC., a Florida corporation, whose address and principal office is located at 1150 Carmel Circle, Suite 604, Casselberry, Florida 32707, Seminole County and whose federal employer identification number is 20-2927526 and whose Florida Document/Registration Number is P05000080232 with and into VISION PARTNERS 2005, L.L.C., a Florida limited liability company, whose address and principal office is 1150 Carmel Circle, Suite 604, Casselberry, Florida 32707, Seminole County and whose federal employer identification number is 20-3999276 and whose Florida Document/Registration Number is L05000122716, with VISION PARTNERS 2005, L.L.C., being the surviving entity, is set forth on Exhibit "A" attached hereto and made a part hereof.

**ARTICLE II - ADOPTION OF PLAN OF MERGER**

The Plan of Merger was approved and adopted by the sole shareholder and sole director of VISION PARTNERS NA, INC. in accordance with Florida Statutes Chapter 607 as of December 28, 2005 and by the sole member and manager of VISION PARTNERS 2005, L.L.C. in accordance with Florida Statutes Chapter 608 as of December 28, 2005 and is permitted by the organizational agreements of VISION PARTNERS NA, INC. and VISION PARTNERS 2005, L.L.C.

**ARTICLE III - NO FOREIGN JURISDICTIONS**

No entity that is organized under the law of another jurisdiction is a party to this merger.

**ARTICLE IV - DISSENTER'S RIGHTS**

No person is entitled to dissenter's rights under Florida Statutes §608.4384 or Florida Statutes §607.1301.

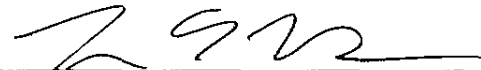
**ARTICLE V - EFFECTIVE DATE OF MERGER**

The effective date of the Merger shall be as of the date the Articles of Merger are filed with the Florida Department of State.


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DATED as of December 28, 2005.

VISION PARTNERS 2005, L.L.C.

By:   
Leonardo Ruscitto, Manager

VISION PARTNERS NA, INC.

By:   
Leonardo Ruscitto, Vice President

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The MANAGERS of VISION PARTNERS 2005, L.L.C. are: NORMA AILES  
LEONARDO RUSCITTO  
1150 Carmel Circle, Suite 604  
Casselberry, FL 32707

**EXHIBIT "A"**

**PLAN OF MERGER OF  
VISION PARTNERS NA, INC.  
WITH AND INTO  
VISION PARTNERS 2005, L.L.C.**

1. VISION PARTNERS NA, INC., a Florida corporation shall merge with and into VISION PARTNERS 2005, L.L.C. a Florida limited liability company, with VISION PARTNERS 2005, L.L.C. as the surviving entity.

2. Upon the consummation of the merger of VISION PARTNERS NA, INC. with and into VISION PARTNERS 2005, L.L.C., the separate existence of VISION PARTNERS NA, INC. shall cease. VISION PARTNERS 2005, L.L.C., as the surviving entity, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of VISION PARTNERS 2005, L.L.C. shall not be affected by the merger and upon the merger, VISION PARTNERS 2005, L.L.C., without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of VISION PARTNERS NA, INC. prior to the merger as provided §608.438 of the Florida Statutes. Further, as provided in §608.438 of the Florida Statutes, all rights of creditors and any person or persons dealing with VISION PARTNERS NA, INC. shall be preserved and remain unimpaired by the merger, all liens upon the properties of VISION PARTNERS NA, INC. shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of VISION PARTNERS NA, INC. shall henceforth attach to VISION PARTNERS 2005, L.L.C. and may be enforced against VISION PARTNERS 2005, L.L.C. to the same extent as if such obligations and duties has been incurred by VISION PARTNERS 2005, L.L.C.. Additionally, any existing claim or action or proceeding pending by or against VISION PARTNERS NA, INC. or VISION PARTNERS 2005, L.L.C. may be continued as if the merger did not occur or VISION PARTNERS 2005, L.L.C. may be substituted in such proceedings for VISION PARTNERS NA, INC..

3. The sole member of VISION PARTNERS 2005, L.L.C. is also the sole shareholder of VISION PARTNERS NA, INC. The sole shareholder of VISION PARTNERS NA, INC. and sole member of VISION PARTNERS 2005, L.L.C. on the day prior to the effective date of this merger shall be the sole member of VISION PARTNERS 2005, L.L.C. following the merger.

4. The Articles of Organization of VISION PARTNERS 2005, L.L.C. in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of VISION PARTNERS 2005, L.L.C. except that Article I of the Articles of Organization of VISION PARTNERS 2005, L.L.C. shall be amended in its entirety to read as follows:

"ARTICLE I - Name. The name of this Company shall be VISION PARTNERS NA, L.L.C.

5. The effective date of the merger shall be as of the date the Articles of Merger are filed with the Florida Department of State.

6. Neither VISION PARTNERS NA, INC. nor VISION PARTNERS 2005, L.L.C. is subject the law of any jurisdiction other than the State of Florida.