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**Florida Department of State
Division of Corporations
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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To:
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From:
Account Name : AKERMAN SENTERFITT & BIDSON
Account Number : 076556002425
Phone : (407)843-7850
Fax Number : (407)843-6610

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TOTAL NUTRITION TECHNOLOGY, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
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COVER LETTER

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TO: Registration Section
Division of Corporations

SUBJECT: Total Nutrition Technology, LLC
(Name of Surviving Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Please return all correspondence concerning this matter to:

Russell B. Hale, Esquire
(Contact Person)

Akerman Senterfitt
(Firm/Company)

P.O. Box 231
(Address)

Orlando, FL 32802-0231
(City/State and Zip Code)

For further information concerning this matter, please call:

Russell B. Hale, Esquire at (407) 843-7860
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

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2006 FEB 17 A 9

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>M.L.J. LLC</u>	<u>Florida</u> <u>LC3-32872</u>	<u>Limited Liability Company</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>Total Nutrition Technology, LLC</u>	<u>Florida</u> <u>LC6-7082</u>	<u>Limited Liability Company</u>

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

FOURTH: 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:

March 1, 2006

FIFTH: The merging party and surviving party are both limited liability companies organized under the laws of Florida.

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SIXTH: Signature(s) for Each Party:

Merging Party

M L J, LLC

Surviving Party

Total Nutrition Technology, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: 
Jay Kimelman, Member and Manager

By: 
Jay Kimelman, Member

By: 
Lourdes McAgy, Member

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PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>M.I.L.L.C.</u>	<u>Florida</u>	<u>Limited Liability Company</u>

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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>Total Nutrition Technology, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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

1. The name of the surviving entity shall be Total Nutrition Technology, LLC
2. The surviving party has no operating agreement. The operating agreement of the merging party shall be adopted by and become the operating agreement of the surviving company.

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 is as follows:

1. The interest of Jay Kimelman in the merging party shall be converted to a 50 percent interest in the profits and losses of the surviving party. Jay Kimelman's capital account in the surviving party shall be equal to his capital account in the merging party.

2. The interest of Lourdis McAgy in the merging party shall be converted to a 50 percent interest in the profits and losses of the surviving party. Lourdis McAgy's capital account in the surviving party shall be equal to her capital account in the merging party.

3. The interest of Michael Deliso in the merging party, if any, shall be terminated and paid to him in cash in the amount of \$6,894.19. Michael Deliso is indebted to the merging party in the amount of \$10,226.57. Cash payable to Deliso shall be offset against the obligations of Deliso, leaving Deliso indebted to the surviving party in the amount of \$3,332.38. Deliso has no capital account in the merging party.

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

The right to acquire interests in the merged party shall terminate. Any and all payments made to, or applied to a person's indebtedness to the merging party, or any membership interest owned by a person in the surviving party pursuant to paragraph A shall be considered to be for the person's interest as a member of the merging company, and also for any right of the person to acquire any interest in the merging company.

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

None required

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

None

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