

05/26/2007 11:04 27 000000000

Division of Corporations

Page 01 of 01

# L060000016171

Florida Department of State  
Division of Corporations  
Public Access System

## 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.**

((H07000166521 3)))



H070001665213ABC

**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 : GASSMAN & ASSOCIATES, P.A.  
Account Number : 075350000514  
Phone : (727) 442-1200  
Fax Number : (727) 443-5829

LS

## MERGER OR SHARE EXCHANGE

SYJL LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$105.00

RECEIVED

07 JUN 26 PM 12:57

RECEIVED

07 JUN 26 09:00  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 JUN 26 AM 10:58

FILED

06/26/2007 11:04 7270000000000

PAGE 02

Audit Fax #  
H070001665213

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

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

**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>
SYJL L.L.P.	Florida	Limited Liability Partnership
LLP0700000002		
* GP07000000993		

**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>
SYJL LC	FLORIDA	Limited Liability Company
LC-16171		

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

1 of 6

H070001665213

**FILED**  
2007 JUN 26 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05/26/2007 11:04 7270000000000

PAGE 03

Audit Fax #  
H070001665213

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** 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:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) List the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_

Mailing address: \_\_\_\_\_

2 of 6

H070001665213

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 JUN 26 AM 10: 58

FILED

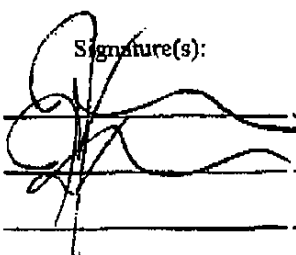
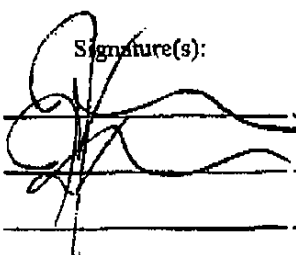
06/26/2007 11:04 7270000000000

PAGE 04

Audit Fax #  
#070001665213

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SYJL, L.L.P.		Joel L. Hutchinson
SYJL, LLC		Joel L. Hutchinson

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** For each Limited Liability Company: \$25.00  
 For each Corporation: \$35.00  
 For each Limited Partnership: \$52.50  
 For each General Partnership: \$25.00  
 For each Other Business Entity: \$25.00

**Certified Copy (optional):** \$30.00

3 of 6

#070001665213

FILED  
2007 JUN 26 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06/26/2007 11:04 7270000000000

PAGE 05

Audit FAX #  
H070001665213

## PLAN OF MERGER

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

Name	Jurisdiction	Form/Entity Type
SYJL L.L.P.	Florida	Limited Liability Partnership

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
SYJL LC	Florida	Limited Liability Company

**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 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 if necessary)

4 of 6

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 JUN 26 AM 10:58

FILED

H070001665213

06/26/2007 11:04 7270000000000

PAGE 06

Audit Fax #  
H070001665213**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:

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

*(Attach additional sheet if necessary)*

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:

Same as above.

*(Attach additional sheet if necessary)*

5 of 6

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 JUN 26 AM 10:58

FILED

H070001665213

06/26/2007 11:04 7270000000000

PAGE 87

Audit Fax #  
H070001665213

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

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

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

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

H070001665213

2007 JUN 26 AM 10: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED