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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MT LOTZ, LLC

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**ARTICLES OF MERGER OF
M.T. LOTZ, INC.
WITH AND INTO
MT LOTZ, LLC**

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, 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>
M.T. LOTZ, INC. 1550 Carson Street Fort Myers, Florida 33901	Florida	Corporation

<u>Florida Document/Registration Number</u>	<u>FEL Number</u>
P02000046287	04-3655540

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>
MT LOTZ, LLC 1550 Carson Street Fort Myers, Florida 33901	Florida	Limited Liability Company

<u>Florida Document/Registration Number</u>	<u>FEL Number</u>
L06000019202	20-4369593

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the articles of organization or operating agreement of the limited liability company that is a party to the merger.

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

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SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

M.T. LOTZ, INC., a Florida corporation, (Merged Entity)

By: 
James Peter Morrisette, Its President

MT LOTZ, LLC, a Florida limited liability company (Surviving Entity)

By: 
James Peter Morrisette, Its Manager

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PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this ___ day of February, 2006, by and between M.T. LOTZ, INC., a Florida corporation (the "Corporation"), and MT LOTZ, LLC, a Florida limited liability company (the "Company"), for the purposes of merging on the Effective Date (as defined below) the Corporation with and into the Company in accordance with the Florida Business Corporation Act, the Florida Limited Liability Company Act, and the following agreements, terms and provisions set forth herein (the "Merger").

1. Parties to Merger. The name and jurisdiction of each party to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
M.T. LOTZ, INC.	Florida
MT LOTZ, LLC	Florida

2. Effects of Merger. On the Effective Date (as defined below) the separate existence of the Corporation (the "Merged Entity") shall cease and Company, which limited liability company shall be the surviving entity ("Surviving Entity"), shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merged Entity, and all property, real, personal and mixed, and all debts due to the Merged Entity on whatever account, and all other things belonging to the Merged Entity shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Merged Entity, and the title to any real estate vested by deed or otherwise, under the laws of the state of Florida or any other jurisdiction, in the Merged Entity shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merged Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the Merged Entity or the corresponding officers or members of the Surviving Entity, may, in the name of the Merged Entity, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of the Merged Entity's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

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3. Name of Surviving Entity; Name and Address of Manager. Articles of Organization; Operating Agreement.

3.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be MT LOTZ, LLC.

3.2 Name and Address of Manager. The name and address of the sole manager of the Surviving Entity is James Peter Morrisette, having a principal address located at 1550 Carson Street, Fort Myers, Florida 33901.

3.3 Articles of Organization. The Articles of Organization of MT LOTZ, LLC, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Entity until changed or amended as provided by the Florida Limited Liability Company Act.

3.4 Operating Agreement. The Operating Agreement of the Surviving Entity, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Operating Agreement of the Surviving Entity until changed or amended as provided by the Florida Limited Liability Company Act.

4. Status and Conversion of Securities. The manner and basis of converting the shares of the capital stock of the Merged Entity, and the nature and amount of securities of the Surviving Entity, which the holders of shares of the Merged Entity common stock are to receive in exchange for such shares are as follows:

4.1 M.T. LOTZ, INC. Each share of the Merged Entity common stock issued and outstanding immediately prior to the Effective Date shall, without any action on the part of the holders thereof, be cancelled and extinguished and shall cease to exist, and shall not be converted into membership interests of the Surviving Entity. As soon as practical after the Effective Date, each holder of a certificate or certificates representing both voting and non-voting stock in the Merged Entity shall tender their respective certificates to the Surviving Entity for cancellation.

4.2 MT LOTZ, LLC. Upon the Effective Date, each membership interest in Surviving Entity outstanding on the Effective Date shall, by virtue of the Merger and without further action on the part of the holder, remain outstanding and unchanged. The members of the Surviving Entity will continue to own all of the outstanding voting and non-voting membership interests of the Surviving Entity in the same amount as existed immediately prior to the Effective Date.

4.3 Tax Treatment. The merger of the Corporation into the Company is intended to qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(D) of the Code.

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5. Miscellaneous.

5.1 Termination. This Plan of Merger may be terminated and the Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan of Merger by the shareholders of the Merged Entity, if the members of the Surviving Entity, duly adopt a resolution abandoning this Plan of Merger.

5.2 Effective Date. The Effective Date of the merger shall be as of the date of filing of Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto of the date first above written.

M.T. LOTZ, INC., a Florida corporation

By: 
James Peter Morrisette, Its President

MT LOTZ, LLC, a Florida limited liability company

By: 
James Peter Morrisette, Its Manager

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