

W06000025494

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

W06-25494

(Document Number)

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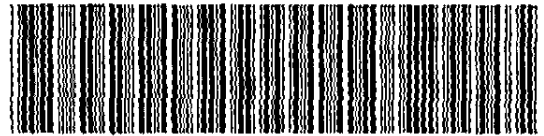
Certificates of Status _____

Special Instructions to Filing Officer:

3/23

merger

Office Use Only



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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 03-23-06

NAME: CCJ HOLDINGS, LLC

TYPE OF FILING: MERGER

COST: \$50

RETURN:

ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE/PAUL HODGE



AGREEMENT, PLAN AND CERTIFICATE OF MERGER

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of the close of business on March 23, 2006, among CCJ HOLDINGS LLC, a Florida limited liability company ("CCJ"), and NYR248 LLC, a Michigan limited liability company ("NYR"), under the Michigan Act 23, Public Acts of 1993 (the "Michigan Act") and Sections 607.1109, 608.4382 and/or 620.203 of the Florida Limited Liability Company Act (the "Florida Act").

CCJ and NYR agree to and do hereby effect the merger of NYR with and into CCJ (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT COMPANIES

- a. The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

Name	State of Organization	Florida ID Number	Michigan ID Number	Date of Organization
CCJ HOLDINGS LLC	Florida	L06000025494	NONE	3/9/06
NYR248 LLC	Michigan	NONE	B3250U	10/22/2004

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- b. The surviving limited liability company of the Merger (the "Surviving LLC") and its identification number is:

CCJ HOLDINGS LLC

Florida L06000025494

2. TERMS AND EFFECT OF MERGER

- a. On the Effective Date, NYR will cease to exist separately, and will be merged with and into CCJ in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act.
- b. On the Effective Date, on consummation of the Merger, the members of, and their membership interests in, the Surviving LLC will be the same as those of CCJ prior to the consummation of the Merger.

3. ARTICLES OF ORGANIZATION; OPERATING AGREEMENT

The Articles of Organization of CCJ and Operating Agreement of CCJ shall be the Articles of Organization and Operating Agreement of the Surviving LLC.

4. FILING OF AGREEMENT; EFFECTIVE DATE

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Labor & Economic Growth Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act.
- b. The effective date and time of the Merger (the "Effective Date") the date of filing of this Agreement.

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the Members of CCJ and the Members of NYR in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate

6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at the CCJ'S principal place of business, the address of which is 3000 Immokalee Road, Suite 5, Naples, Florida 34110.

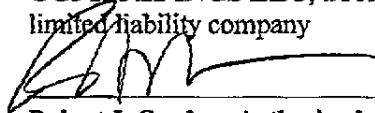
A copy of this Agreement will be provided by CCJ upon request and without cost to any member of any domestic LLC or any person holding an interest in any other business entity, which is to merge or consolidate

7. MERGER PERMITTED UNDER MICHIGAN AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

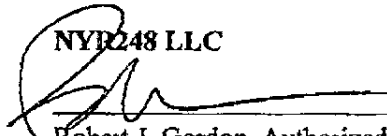
IN WITNESS WHEREOF, the undersigned have caused this Agreement, Plan and Certificate of Merger to be executed as of the day and year first above written

CCJ HOLDINGS LLC, a Florida
limited liability company



Robert J. Gordon, Authorized Agent

NYR248 LLC



Robert J. Gordon, Authorized Agent