

L06000037250

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

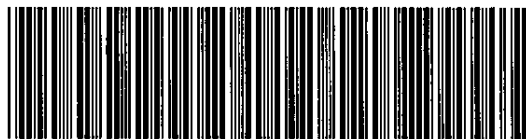
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500081369345

11/15/06--01035--001 **160.00

RECEIVED
06 NOV 15 AM 11:50
TALLAHASSEE, FLORIDA

FILED
06 NOV 15 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sonotek Research

Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

FILED
06 NOV 15 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MK Capital Ventures LLC
(Corporation Name) (Document #)
2. into
(Corporation Name) (Document #)
3. SOZ Automotive Management
(Corporation Name) (Document #)
4. LLC
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger LLC

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**CERTIFICATE OF MERGER OF MK CAPITAL VENTURES, LLC INTO
SUZ AUTOMOTIVE MANAGEMENT, LLC**

The following Certificate of Merger is being submitted to merge the following Florida limited liability companies in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is as follows:

Name: MK Capital Ventures, LLC
Address: 1101 E. Fletcher Avenue
Tampa, Florida 33612
Entity Type: a Florida limited liability company
FL Document No.: L05000047323
FEIN: 20-2910937

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Name: SUZ Automotive Management, LLC
Address: 1101 E. Fletcher Avenue
Tampa, Florida 33612
Entity Type: a Florida limited liability company
FL Document No.: L06000037250
FEIN: 20-4720246

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

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or Articles of Organization of any limited liability company that is a party to the merger.

FIFTH: SUZ Automotive Management, LLC, the surviving entity, is manager managed.

SIXTH: The Merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State.

FILED
06 NOV 15 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


SEVENTH: The Plan of Merger was duly adopted by the Member and Manager of MK Capital Ventures, LLC on October 16, 2006, and pursuant to Section 608.455, the Member waived the notification required by Section 608.4381(3). The Plan of Merger was duly adopted by the Member and Manager of SUZ Automotive Management, LLC on October 16, 2006, and pursuant to Section 608.455, the Member waived the notification required by Section 608.4381(3).

EIGHTH: This Certificate of Merger complies, and was executed in accordance, with the laws of the State of Florida.

MK Capital Ventures, LLC, a Florida
limited liability company
By: M2K Holdings, LLC, a Florida limited
liability company, Member

By: 
Larry C. Morgan, Manager

SUZ Automotive Management, LLC, a Florida
limited liability company
By: M2K Holdings, LLC, a Florida limited
liability company, Member

By: 
Larry C. Morgan, Manager

**PLAN OF MERGER
OF
MK CAPITAL VENTURES, LLC
INTO
SUZ AUTOMOTIVE MANAGEMENT, LLC**

The Plan of Merger is as follows:

1. Merger. The name of each limited liability company to be merged is MK Capital Ventures, LLC, a Florida limited liability company ("MK"), and SUZ Automotive Management, LLC, a Florida limited liability company ("SUZ"). SUZ will be the surviving limited liability company. The sole member of SUZ is the sole member of MK.

2. Cancellation.

a. Cancellation of the Percentage Interests of the Members of MK. At the time the Merger is effective (the "Effective Time"), the Percentage Interests of the sole member of MK shall be cancelled and extinguished and no other consideration shall be delivered in exchange therefor. The sole member of MK is the sole member of SUZ.

b. Percentage Interests of SUZ. At the Effective Time, the Percentage Interests of SUZ shall be unaffected by the merger and the Operating Agreement shall reflect the ownership of M2K Holdings, LLC, a Florida limited liability company.

3. Termination. This Plan of Merger may be terminated, and the Merger abandoned, at any time on or before the Effective Time by agreement of the Members of the undersigned limited liability companies.

4. Amendment. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

5. Articles of Organization and Operating Agreement. At the Effective Time, the Articles of Organization and the Operating Agreement of SUZ shall be the Articles of Organization and Operating Agreement of the surviving limited liability company.

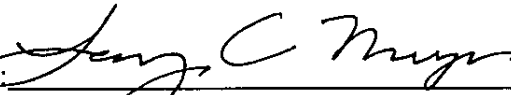
6. Management. The name and address of the Manager of SUZ, the surviving limited liability company is as follows:

Larry C. Morgan
1101 E. Fletcher Avenue
Tampa, Florida 33612

7. Member Adoption. This Plan of Merger was duly adopted by the Manager and sole Member of SUZ on October 16, 2006. This Plan of Merger was duly adopted by the Manager and sole Member of MK on October 16, 2006.

Dated: October 31, 2006

MK Capital Ventures, LLC
By: M2K Holdings, LLC, a Florida limited
liability company, Member

By: 
Larry C. Morgan, Manager

SUZ Automotive Management, LLC
By: M2K Holdings, LLC, a Florida limited
liability company, Member

By: 
Larry C. Morgan, Manager