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2007 JUL 20 AM II: 09 SEGRETARY OF STATE



# ROBERT B. COOK, P. A.

Attorney and Counselor at Law

July 17, 2007

Secretary of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

Re: Merger of Florida corporations into Florida limited liability companies

Gentlemen:

Please find enclosed the original and a copy of the articles of merger of the following entities:

Belvedere Station, Inc., into Military Chevron, LLC Kevina Enterprises, Inc., into Kevina, LLC JFM Services, Inc., into Jupiter Citgo, LLC 441 Station, Inc., into Regal Citgo, LLC

Please provide me with a certificate of merger for each of the above mergers. Since both sides of the mergers are existing Florida entities, I have calculated the costs at \$25 for each party, and \$8.25 for the certificate, for a total of \$233.00.

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Robert B. Cook

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#### **Articles of Merger**

of

#### JFM Services, Inc. into Jupiter Citgo, LLC

The directors and shareholders of JFM Services, Inc., hereby certify pursuant to Section 607.1109 Florida Statutes, and the members of Jupiter Citgo, LLC, hereby certify pursuant to Section 608.438 Florida Statutes, that at a joint meeting of the shareholders and directors of JFM Services, Inc., and the members of Jupiter Citgo, LLC, the following Plan of Merger was adopted, which vote by the shareholders and directors of JFM Services, Inc. and the members of Jupiter Citgo, LLC were unanimous.

#### Article I - Name and Parties to Merger

The names and jurisdictions of the parties to the merger are:

JFM Services, Inc., a Florida corporation

Jupiter Citgo, LLC, a Florida limited liability company

Jupiter Citgo, LLC, a Florida limited liability company

#### Article II - Name of Surviving Limited Liability Company

The name of the surviving entity after the merger is Jupiter Citgo, LLC.

#### Article III Plan of Merger

The surviving entity shall be Jupiter Citgo, LLC, which entity shall assume and be liable for all obligations of the entity being merged, JFM Services, Inc. All assets, real and personal, of JFM Services, Inc. shall become the property of Jupiter Citgo, LLC. The shareholders of JFM Services, Inc., shall have a percentage membership interest in Jupiter Citgo, LLC identical to the percentages of share ownership that they had in JFM Services, Inc. The officers and directors of JFM Services, Inc. shall resign, and the business affairs of Jupiter Citgo, LLC shall be undertaken by a manager, Robert B. Cook. The cost basis of the shareholders of JFM Services, Inc. in their stock shall become the cost basis of their membership interest in Jupiter Citgo, LLC. The shareholders of JFM Services, Inc. shall not be entitled to any cash or other property of Jupiter Citgo, LLC, and all cash or other property of JFM Services, Inc. as of the date of the merger shall belong to Jupiter Citgo, LLC.

## **Article IV Effective Date of Merger**

The merger shall be effective upon the date of filing of the Articles of Merger-with Secretary of State of Florida.

Dated: This Leday of July, 2007.

JFM Services, Inc.

By: \_\_\_\_( Alan Sagar, President

Jupiter Citgo, LLC

Robert B. Cook, Manager

### STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing Articles of Merger were sworn to and acknowledged before me this day of July, 2007 by Alan Sagar, as President of JFM Services, Inc., and Robert B. Cook, as Manager of Jupiter Citgo, LLC, who are personally known to me or produced a Florida driver's license as identification.

\_\_Notary Public

JANNE TERRACCIANO

DE COMMISSION # DD 332048

EXPERSI JUNE 24, 2008

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