

JUN-06-2008 TUE 03:48 PM

FAX NO.

P. 01

Division of Corporations

Page 1 of 1

8473-1

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Division of Corporations  
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Fax Number : (850) 205-0380

From:

Account Name : ZIMMERMAN, KISER, & SUTCLIFFE, P.A.  
Account Number : I19990000006  
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## MERGER OR SHARE EXCHANGE

### MACLIN ENTERPRISES, LLC

Certificate of Status	0
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**ARTICLES OF MERGER**

The following ARTICLES OF MERGER are being submitted in accordance with section 608.4382, Florida Statutes.

**FIRST:** The undersigned limited liability companies do hereby agree and adopt the following Articles of Merger for the purpose of merging with and into MACLIN Enterprises, LLC, a Florida limited liability company:

1. **1101 VIRGINIA, LLC**  
1620 Mayflower Court  
Apt. B311  
Winter Park, Florida 32792-2570

Jurisdiction:  
Florida Document/Registration Number:  
Entity Type:  
FEI Number:

Florida  
L06000028429  
Limited Liability Company  
None

2. **1119 VIRGINIA, LLC**  
1620 Mayflower Court  
Apt. B311  
Winter Park, Florida 32792-2570

Jurisdiction:  
Florida Document/Registration Number:  
Entity Type:  
FEI Number:

Florida  
L06000028427  
Limited Liability Company  
None

3. **1416 MILLS, LLC**  
1620 Mayflower Court  
Apt. B311  
Winter Park, Florida 32792-2570

Jurisdiction:  
Florida Document/Registration Number:  
Entity Type:  
FEI Number:

Florida  
L06000028419  
Limited Liability Company  
None

4. **1423 HAVEN, LLC**  
1620 Mayflower Court  
Apt. B311  
Winter Park, Florida 32792-2570

Jurisdiction:  
Florida Document/Registration Number:  
Entity Type:  
FEI Number:

Florida  
L06000028415  
Limited Liability Company  
None

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**SECOND:** The undersigned does hereby agree and adopt the following Articles of Merger for the purpose of remaining the surviving entity as a result of the merger with the above referenced corporations in part **FIRST** of this **ARTICLES OF MERGER**.

**MACLIN ENTERPRISES, LLC**  
1620 Mayflower Court  
Apt. B311  
Winter Park, Florida 32792-2570

Jurisdiction:	Florida
Florida Document/Registration Number:	L06000055018
Entity Type:	Limited Liability Company
FEI Number:	20-4991035

**THIRD:** The attached **PLAN OF MERGER** meets the requirements of section 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 Chapter 608, Florida Statutes.

**FOURTH:** The surviving limited liability company is organized under Florida Law. In addition, there are no dissenting shareholders or members with respect to any of the corporations or the limited liability companies that are parties to the attached **PLAN OF MERGER**.

**FIFTH:** The surviving entity will be a limited liability company.

**SIXTH:** These **ARTICLES OF MERGER**, and accompanying **PLAN OF MERGER**, are permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of any limited liability company that is a party to the merger.

The merger pursuant to these **ARTICLES OF MERGER** shall become effective upon filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned limited liability companies hereby make and file this Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 5th day of June, 2006.

**[SIGNATURES TO FOLLOW ON NEXT PAGE]**

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2006 JUN -6 AM 9:47

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## MERGING ENTITIES:

1101 VIRGINIA, LLC a Florida limited liability company

By: B.J. McKee  
 Name: B.J. McKee  
 Its: member

1119 VIRGINIA, LLC, a Florida limited liability company

By: Dann McKee  
 Name: Dann McKee  
 Its: Manager

1416 MILLS, LLC, a Florida limited liability company

By: Kent McKee  
 Name: Kent McKee  
 Its: Manager

1423 HAVEN, LLC, a Florida limited liability company

By: B.J. McKee  
 Name: B.J. McKee  
 Its: member

## SURVIVING ENTITY:

MAGLIN ENTERPRISES, LLC

By: B.J. McKee  
 Name: B.J. McKee  
 Its: member

By: Kent McKee  
 Name: Kent McKee  
 Its: Manager/member

By: Dann McKee  
 Name: Dann McKee  
 Its: member

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2006 JUN -6 AM 9:47

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**PLAN OF MERGER**

**THIS PLAN OF MERGER** is made and entered into this 6th day of June, 2006, by and between 1423 HAVEN, LLC, a Florida limited liability company (Florida Document # L06000028415), 1416 MILLS, LLC, a Florida limited liability company (Florida Document # L06000028419), 1119 VIRGINIA, LLC, a Florida limited liability company (Florida Document # L06000028427), and 1101 VIRGINIA, LLC (Florida Document # L06000028429), a Florida limited liability company (hereinafter referred to collectively as the "Merging Entities"), and MACLIN ENTERPRISES, LLC, a Florida Limited Liability Company (Florida Document #L06000055018), (hereinafter referred to as the "Surviving Entity" and together with the Merging Entities as the "Constituent Parties").

**WITNESSETH:**

**WHEREAS**, the Manager or Managing Member(s) of the Merging Entities, and the Members of the Surviving Entity deem it advisable and in the best interests of the Constituent Parties that the Merging Entities be merged with and into the Surviving Entity, under and pursuant to the laws of the State of Florida.

**NOW, THEREFORE**, in consideration of the mutual covenants contained herein, the Constituent Parties agree as follows:

**ARTICLE I  
TERMS OF MERGER**

The Merging Entities shall be merged with and into the Surviving Entity. The limited liability company surviving after the merger shall be the Surviving Entity, and the separate corporate existence of the Merging Entities shall cease as of the effective date of this Plan of Merger. The Surviving Entity shall retain the name of "MACLIN ENTERPRISES, LLC" after the merger. As of the effective date of this Agreement and Plan of Merger, the Surviving Entity shall possess all of the rights, privileges, powers and franchises of the Merging Entities, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Entities, and all debts due on whatever account to them, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Entity shall continue unaffected and unimpaired by the merger.

**ARTICLE II  
CHARTER AND BYLAWS;  
DIRECTORS AND OFFICERS**

The Articles of Organization and the Operating Agreement the Surviving Entity, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Organization and the Operating Agreement of the Surviving Entity until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreement shall be affected

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2006 JUN - 6 AM 9:47

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by the merger hereunder. The persons who are the members and manager of the Surviving Entity immediately prior to the merger hereunder shall, after the merger, continue to serve as the members and manager of the Surviving Entity without change, subject to the provisions of the Articles of Organization and Operating Agreement of the Surviving Entity and the laws of the State of Florida.

### ARTICLE III CANCELLATION OF SHARES

The Merging Entities shall surrender, and the Surviving Entity shall cancel, all of the interests outstanding of the Merging Entities; provided however, the Constituent Entities agree that the members and their interest in the Surviving Entity shall remain and shall not be affected by the merger under this Plan of Merger.

### ARTICLE IV SURVIVING ENTITY MANAGER MANAGED

The Surviving Entity shall be managed by Kent McKee whose address is 1031 W. More Boulevard, Suite 105, Winter Park, Florida 32789.

### ARTICLE V EFFECTIVE DATE

The merger hereunder shall be effective as of the date of filing of this Plan of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

### MERGING ENTITIES:

1423 HAVEN, LLC, a Florida limited liability company

By: B. Y. McKee  
Name: B. Y. McKee  
Its: member

1416 MILLS, LLC, a Florida limited liability company

By: Kent McKee  
Name: Kent McKee

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JUN-06-2006 TUE 03:49 PM

FAX NO.

P. 07

((H06000151409 3)))

Its: Manages

1119 VIRGINIA, LLC, a Florida limited liability company

By: Dann McKee  
Name: Dann McKee  
Its: manager

1101 VIRGINIA, LLC, a Florida limited liability company

By: B.J. McKee  
Name: B.J. McKee  
Its: member

**SURVIVING ENTITY:**

MACLIN ENTERPRISES, LLC, a Florida limited liability company

By: B.J. McKee  
Name: B.J. McKee  
Its: member

By: Kent McKee  
Name: Kent McKee  
Its: manager/member

By: Dann McKee  
Name: Dann McKee  
Its: member

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