

05/26/2009 11:03 FAX 8132223068

FOWLER WHITE BOGGS

0001

Division of Corporations

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LO6 000069278

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Orange Moon, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
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EXAMINER

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May 26, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ORANGE MOON, LLC
2405 DARLENE DR
SEFFNER, FL 33584US

SUBJECT: ORANGE MOON, LLC
REF: L06000069278

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

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Tammi Cline
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FOWLER WHITE BOGGS

003

FAX AUDIT NO. H09000127590 3

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.4382 of the Florida Statutes:

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Moon, LLC 2405 Darlene Drive Seffner, Florida 33584	Florida	Limited Liability Company

Florida Document/Registration Number: L06000069278

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Moon South, LLC 2405 Darlene Drive Seffner, Florida 33584	Florida	Limited Liability Company

Florida Document/Registration Number: L09000008874

SECOND: The exact name, form/entity type, and jurisdiction for the surviving party are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Moon, LLC 2405 Darlene Drive Seffner, Florida 33584	Florida	Limited Liability Company

Florida Document/Registration Number: L06000069278

THIRD: The Plan of Merger, attached hereto as Exhibit A, was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

FOURTH: The effective date of the filing of this Certificate of Merger shall be 5/22/09.

[Signatures on Next Page]

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004

F&E AUDIT NO. H09000127590 3

This Certificate of Merger complies with and was executed in accordance with the laws of the State of Florida this 22nd day of May, 2009.

Merged Entity:

ORANGE MOON SOUTH, LLC,
a Florida limited liability company

By: [Signature]
Name: Christophe Jouany
Title: Manager

Address: 2405 Darlene Dr.
Seffner, Florida 33584

Surviving Entity:

ORANGE MOON, LLC,
a Florida limited liability company

By: [Signature]
Name: Christophe Jouany
Title: Manager

Address: 2405 Darlene Dr.
Seffner, Florida 33584

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TALLAHASSEE, FLORIDA

FAX AUDIT NO. H09000127590 3

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") adopted effective as of the ~~22nd~~ day of May, 2009, by and between ORANGE MOON, LLC, a Florida limited liability company ("Surviving Entity") and ORANGE MOON SOUTH, LLC, a Florida limited liability company ("Merged Entity") (hereinafter individually called "Merging Entity" and together with Surviving Entity called the "Merging Entities").

WITNESSETH:

WHEREAS, all of the members of Surviving Entity and all of the members of Merged Entity have authorized the merger of Merged Entity into Surviving Entity pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law.

~~NOW, THEREFORE, the merger of Merged Entity into Surviving Entity shall be~~ accomplished as follows:

ARTICLE I
Merger

Effective upon the filing of the Certificate of Merger accomplishing the merger described herein (the "Effective Date"), Merged Entity shall be merged into Surviving Entity and Surviving Entity shall merge Merged Entity into itself.

ARTICLE II
Conversion of Interests

(a) Upon the Effective Date, each membership interest in Surviving Entity outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding and unchanged.

(b) Any and all membership interests of the Merged Entity, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, 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 of the merger, each holder of a certificate or certificates representing a membership interest in Merged Entity shall tender their respective certificates to Surviving Entity for cancellation.

(c) There are no rights to acquire membership interests in Merged Entity or membership interests in Surviving Entity.

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ARTICLE III
Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing articles of organization and operating agreement of Surviving Entity shall remain in effect and unchanged as a result of this merger.

(b) Surviving Entity shall pay all expenses incident to this merger.

(c) Upon the Effective Date, the separate existence of Merged Entity shall cease. The Merged Entity shall be merged into Surviving Entity, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Entity shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Entity. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Entity shall be vested in Surviving Entity, and the title to any real estate, whether by deed or otherwise, vested in Merged Entity shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Entity shall be preserved unimpaired; and all debts, liabilities and duties of Merged Entity shall thenceforth attach to 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 Surviving Entity.

(d) Following the merger, Surviving Entity shall cause a copy of the Certificate of Merger, or such other documents as the officers of Surviving Entity shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Entity is situated.

(e) If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merged Entity, the proper officers or members or manager of Merged Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan.

ARTICLE IV
Approval of Merger and Manager

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by the members and manager of Merged Entity pursuant to Chapter 608 of the Florida Statutes, and the manager of Merged Entity has been authorized and directed to execute and submit same in accordance with Section 608.438 of the Florida Statutes.

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(b) This Plan has been duly adopted and approved by the members and manager of Surviving Entity pursuant to Chapter 608 of the Florida Statutes, and the manager of Surviving Entity has been authorized and directed to execute and submit same in accordance with Section 608.438 of the Florida Statutes.

(c) The name and address of the manager of Surviving Entity is:

Christophe Jouany

2405 Darlene Drive,
Seffner, Florida 33584

[Signature Page Next]

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008

FAX AUDIT NO. H0900012759033

The parties have caused this Plan to be duly executed as of the day and year first above-written.

Merged Entity:


ORANGE MOON SOUTH, LLC,
a Florida limited liability company

By: 
Name: Christophe Jouany
Title: Manager

Address: 2405 Darlene Dr.
Seffner, Florida 33584

Surviving Entity:

ORANGE MOON, LLC,
a Florida limited liability company

By: 
Name: Christophe Jouany
Title: Manager

Address: 2405 Darlene Dr.
Seffner, Florida 33584

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