

L060000073501

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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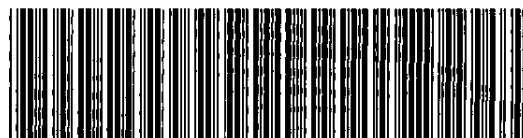
(Business Entry Name)

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DIVISION OF CORPORATIONS
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T. HAMPTON

NOV 30 2010

EXAMINER

LAW OFFICES
JAMES P. PANICO
PROFESSIONAL ASSOCIATION
111 SOUTH MAITLAND AVENUE, SUITE 100
MAITLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

TELEPHONE (407) 647-7200
FAX (407) 647-1420

November 18, 2010

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: H.P. & P., LLC

Gentlemen:

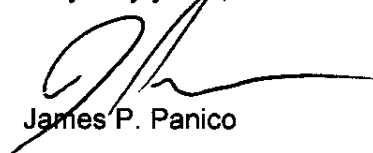
The enclosed Certificate of Merger and fees are submitted for filing along with our firm's check in the amount of \$50.00 for your filing fee herein.

Please return all correspondence concerning this matter to the undersigned at the letterhead address.

Should you need any additional information please contact the undersigned.

Thank you for your attention in this matter.

Very truly yours,



James P. Panico

JPP/sar
Enc.

CERTIFICATE OF MERGER

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FOR

10 NOV 29 AM 3:14

FLORIDA LIMITED LIABILITY COMPANY

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Section 608.4382, Florida Statutes.

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--------------------------------|----------------------------|--------------------------------|
| Mt. Plymouth Club Estates, LLC | Florida - L07000028755 | Limited liability comp. |
| H.P. & P., LLC | Florida - L06000073501 | Limited liability comp. |

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--------------------|----------------------------|--------------------------------|
| H.P. & P., LLC | Florida - L06000073501 | Limited liability comp. |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: The effective date of this merger shall be upon filing.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under Sections 608-4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of Section 48.181, F.S., is as follows:

Street address: N/A

Mailing address: N/A

b) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under Sections 608.4351-608.43595, F.S.

NINTH: Signatures for Each Party:

Name of Entity/Organization

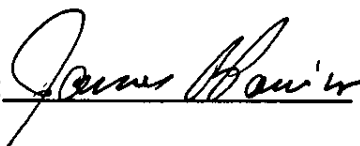
Signature

**Type or Printed
Name of Indiv.**

H.P. & P., LLC

By:  James P. Panico,
Manager/Member

Mt. Plymouth Club Estates,
LLC

By:  James P. Panico,
Manager/Member

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PLAN OF MERGER

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--------------------------------|---------------------|---------------------------|
| Mt. Plymouth Club Estates, LLC | Florida | limited liability company |
| H.P. & P., LLC | Florida | limited liability company |

SECOND: The exact name, form/entity type, and jurisdiction of each surviving party is as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----------------|---------------------|---------------------------|
| H.P. & P., LLC | Florida | limited liability company |

THIRD: The terms and conditions of the merger are as follows:

See attached

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

SIXTH: Other provisions, if any, relating to the merger are as follows:

See attached

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AGREEMENT TO MERGE

The undersigned, constituting all of the Managers and Members of MT. PLYMOUTH CLUB ESTATES, LLC and H.P. & P., LLC, do hereby adopt the following plan of merger, effective the date set forth below:

PLAN OF MERGER

1. Mt. Plymouth Club Estates, LLC, being a limited liability company organized under the laws of the State of Florida, shall merge into H.P. & P., LLC, another limited liability company organized under the laws of the State of Florida.

2. H.P. & P., LLC. shall be the surviving entity.

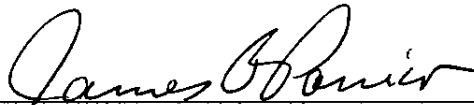
3. In that the Members and Managers of each limited liability company and the membership interest owned by each is identical, the Members of the surviving entity and their respective Member's interest shall remain the same. There shall be no cash or property exchanged as part of this merger except that all of the assets and liabilities of merging party shall become assets and liabilities of the surviving entity.

4. There are no provisions of the Operating Agreement or Members Agreement requiring additional approvals or actions to accomplish this merger. Further, this Plan of Merger complies with all of the provisions of each limited liability company's Operating Agreement and Articles of Organization.

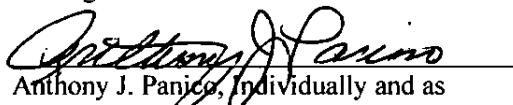
5. Each Member, by placing their signatures below, do hereby consent to the action herein stated and specifically waives all notice, all without meeting, in accordance with Florida Statutes 608.455.

6. The effective date of this merger shall be the date the Certificate of Merger is filed pursuant hereto is filed with the Secretary of State's office, State of Florida.

Dated this 17th day of November, 2010.



James P. Panico, Individually and as Trustee
of the James P. Panico Revocable Trust,
Manager & Member



Anthony J. Panico, Individually and as
Co-Trustee of the Anthony J. Panico
And Frances M. Panico, a/k/a Jean Panico
Revocable Trust, Member