

L06000096310

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

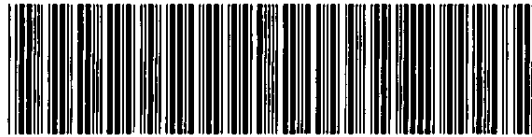
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2010 MAR 29 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

MAR 30 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CARTRUST LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Thomas J. Shea III Esquire

Contact Person

Firm/Company

11928 Sheldon Rd

Address

Tampa, FL 33626

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas J. Shea III

Name of Contact Person

at (813)

792-0111

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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2010 MAR 29 PM 2:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
Cartrust LLC L06000096310	Florida	LLC
Sydtrust Inc. PD2000083059	Florida	Coproration

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Cartrust LLC L06000096310	Florida	LLC

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: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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:

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 ss.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 s. 48.181, F.S., are as follows:

Street address: 3321 Cheviot Dr

Tampa, FL 33618

Mailing address: 3321 Cheviot Dr

Tampa, FL 33618


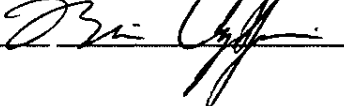
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TALLAHASSEE, FLORIDA

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 ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Systrust Inc.		Brian P. Caplinger
Cartrust LLC		Brian P. Caplinger

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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TALLAHASSEE, FLORIDA

PLAN OF MERGER

Merger Between Sydtrust Inc. and Cartrust LLC. Sydtrust Inc. (the "Disappearing Corp.") and Cartrust LLC (the "Surviving LLC.") (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 *et seq.* And § 608.438 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of ORGINIZATION. The Articles of Organization of Surviving Corp., as previously amended and in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving LLC. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders/Members of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s (common stock /other securities as enumerated) that shall be issued and outstanding at that time shall without more be converted into and exchanged for 1 membership unit in accordance with this Plan. Each share of Surviving LLC's membership that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving LLC's membership into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving LLC's stock will not be issued. Former holders of Disappearing Corp. stock who would be entitled to receive fractional shares of Surviving LLC's membership share on the Effective Date shall receive in lieu thereof cash in an amount determined as follows: \$ 0.01

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving LLC. shall be fully vested in Disappearing Corp.'s rights,

privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 and Chapter 608 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving LLC. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving LLC., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Department of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving LLC. shall cause their respective President /Managing Member to execute Articles of Merger in the form attached hereto and upon such execution this Plans shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be October 1, 2009, or the filing with the state whichever is later

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Business Entities which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing

of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

**Sydtrust Inc.
3321 Cheviot Dr
Tampa, FL 33618**

**WRITTEN CONSENT OF SHAREHOLDERS AUTHORIZING
AND ADOPTING THE PLAN OF MERGER**

WHEREAS, at a special meeting of the Board of Directors of Sydtrust Inc., duly held at its principal office located at 3321 Cheviot Dr, Tampa, FL 33618, on the October 1, 2009, the Board of Directors of this corporation, duly adopted resolutions recommending a Plan of Merger with Cartrust LLC, a Florida corporation, pursuant to an agreement, and

WHEREAS, a copy of the minutes of the aforesaid Directors' meeting, setting forth the aforesaid resolutions is attached hereto and marked Exhibit "B," and incorporated herein and made a part hereof as though set forth herein at length;

NOW, THEREFORE, each of the undersigned shareholders of said corporation, each holding of record at the close of business on October 1, 2009, the number of shares entitled to vote herein below set opposite his or her signature, consisting, in the aggregate, of shareholders entitled to exercise 100 percent of the voting power of said corporation on the aforesaid date of record, does hereby approve and consent to the principal terms of the aforesaid transaction, and the aforesaid agreement in its entirety.

The undersigned do further hereby authorize, and direct that Brian P. Caplinger, President and Brian P. Caplinger, Secretary, are hereby authorized, on behalf of, or in the name of, and for the account of Sydtrust Inc., to adopt the Plan of Merger and proceed with the Merger.

IN WITNESS WHEREOF, each of the undersigned has hereunto signed his name and set opposite thereto the date of signing and the number of shares entitled to vote held by said person of record at the close of business on October 1, 2009.

<u>Name</u>	<u>Date of Signing</u>	<u>Shares</u>
Brian P. Caplinger	October 1, 2009	100

**Cartrust LLC
3321 Cheviot Dr
Tampa, FL 33618**

**WRITTEN CONSENT OF MEMBERS AUTHORIZING
AND ADOPTING THE PLAN OF MERGER**

WHEREAS, at a special meeting of the MANAGERS of Cartrust LLC, duly held at its principal office located at 3321 Cheviot Dr, Tampa, FL 33618, on the October 1, 2009, the MANAGERS of this LLC, duly adopted resolutions recommending a Plan of Merger with Sydtrust Inc., a Florida corporation, pursuant to an agreement, and

WHEREAS, a copy of the minutes of the aforesaid managers' meeting, setting forth the aforesaid resolutions is attached hereto and marked Exhibit "B," and incorporated herein and made a part hereof as though set forth herein at length;

NOW, THEREFORE, each of the undersigned shareholders of said corporation, each holding of record at the close of business on October 1, 2009, the number of shares entitled to vote herein below set opposite his or her signature, consisting, in the aggregate, of shareholders entitled to exercise 100 percent of the voting power of said corporation on the aforesaid date of record, does hereby approve and consent to the principal terms of the aforesaid transaction, and the aforesaid agreement in its entirety.

The undersigned do further hereby authorize, and direct that Brian P. Caplinger, President and Brian P. Caplinger, Secretary, are hereby authorized, on behalf of, or in the name of, and for the account of Cartrust LLC, to adopt the Plan of Merger and proceed with the Merger.

IN WITNESS WHEREOF, each of the undersigned has hereunto signed his name and set opposite thereto the date of signing and the number of shares entitled to vote held by said person of record at the close of business on October 1, 2009.

<u>Name</u>	<u>Date of Signing</u>	<u>Shares</u>
Brian P. Caplinger	October 1, 2009	100%

**Sydtrust Inc.
3321 Cheviot Dr
Tampa, FL 33618**

**MINUTES OF A MEETING OF THE SHAREHOLDERS
October 1, 2009**

A meeting of the shareholders of Sydtrust Inc. (the "Company"), was held on October 1, 2009 at 10:00 a.m. at 3321 Cheviot Dr, Tampa, FL 33618. Approximately 100 % of the Company's shareholders were present in person or by proxy.

Also present were the following officers and directors of the Company: Brian C. Caplinger, President

The Chairman of the Board called the meeting to order and Brian P. Caplinger acted as Secretary of the meeting.

The Secretary presented a list arranged in alphabetical order, showing shareholders of the Company at the close of business on October 1, 2009 the record date fixed for the determination of shareholders entitled to notice of and to vote at the meeting. The shareholders list showed that there were outstanding on the record date and entitled to notice of and to vote at this meeting a total of 100 shares of common stock.

The Secretary then presented to the meeting an Affidavit sworn to by Brian P. Caplinger, secretary showing that the Notice of the meeting and the Plan of Merger were mailed to shareholders of record on or before October 1, 2009.


The Secretary confirmed that the holders of more than a majority of the shares outstanding and entitled to vote were present at the meeting in person or by proxy.

Since a quorum was present, the Chairman then proceeded with the business of the meeting, the consideration of a proposal to adopt the Plan of Merger (all or substantially all of the Company's assets) submitted to the shareholders by the Company's Board of Directors. The shareholders discussed the proposal.

The Secretary moved for the adoption of the following resolution:

RESOLVED, that the Company is hereby authorized to adopt the Plan of Merger and proceed with the Merger on the terms set forth in the Plan mailed to the shareholders along with the notice of this meeting.

The motion was seconded A vote of the shareholders was taken and the Plan of Merger was approved by more than a majority of the shares entitled to vote.


Brian P. Caplinger, Secretary

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TALLAHASSEE, FLORIDA

**Cartrust LLC
3321 Cheviot Dr
Tampa, FL 33618**

**MINUTES OF A MEETING OF THE MEMBERS
October 1, 2009**

A meeting of the Members of Cartrust LLC (the "Company"), was held on October 1, 2009 at 10:00 a.m. at 3321 Cheviot Dr, Tampa, FL 33618. Approximately (100 %) of the Company's members were present in person or by proxy.

Also present were the following officers and directors of the Company: Brian P. Caplinger

The Managing Member called the meeting to order and Brian P. Caplinger acted as Secretary of the meeting.

The Secretary presented a list arranged in alphabetical order, showing shareholders of the Company at the close of business on October 1, 2009 the record date fixed for the determination of members entitled to notice of and to vote at the meeting. The Members list showed that there were outstanding on the record date and entitled to notice of and to vote at this meeting a total of 1 Share of ownership.

The Secretary then presented to the meeting an Affidavit sworn to by Brian P. Caplinger, secretary showing that the Notice of the meeting and the Plan of Merger were mailed to Members of record on or before October 1, 2009.

The Secretary confirmed that the holders of more than a majority of the shares outstanding and entitled to vote were present at the meeting in person or by proxy.

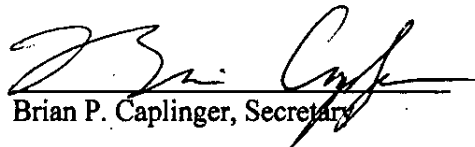
Since a quorum was present, the Chairman then proceeded with the business of the meeting, the consideration of a proposal to adopt the Plan of Merger submitted to the members by the Company's managers. The members discussed the proposal.

The Secretary moved for the adoption of the following resolution:

RESOLVED, that the Company is hereby authorized to adopt the Plan of Merger and proceed with the Merger on the terms set forth in the Plan mailed to the shareholders along

with the notice of this meeting.

The motion was seconded. A vote of the members was taken and the Plan of Merger was approved by more than a majority of the shares entitled to vote.


Brian P. Caplinger, Secretary

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TALLAHASSEE, FLORIDA