

L06000108381

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

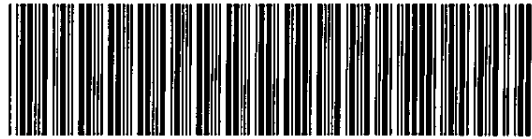
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J. BRYAN MAR - 7 2007.

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Sandbox On The Beach, L.L.C.

(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Roger W. Esslinger

(Contact Person)

108 Beach Road

(Firm/Company)

(Address)

Sarasota, FL 34242

(City, State and Zip Code)

For further information concerning this matter, please call:

Roger W. Esslinger

(Name of Contact Person)

at ( 941 ) 346-7014

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

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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>
Sandbox On The Beach, LLC	DE	LLC #M07000001251

**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>
Sandbox On The Beach, L.L.C.	FL	LLC #L060000108381

**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 entitles 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: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

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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:
Sandbox On The Beach, L.L.C.	<i>Roger W. Esslinger</i>	Roger W. Esslinger
Sandbox On The Beach, LLC	<i>Roger W. Esslinger</i>	Roger W. Esslinger
_____	_____	_____
_____	_____	_____

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

<b><u>Fees:</u></b>	
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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**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>
Sandbox On The Beach, LLC	DE	LLC

**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>
Sandbox On The Beach, L.L.C.	FL	LLC

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

See attached AGREEMENT AND PLAN OF MERGER.

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*(Attach additional sheet if necessary)*

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**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

**See Section 7 of attached AGREEMENT AND PLAN OF MERGER.**

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*(Attach additional sheet if necessary)*

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

**Not applicable.**

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*

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

**See attached AGREEMENT AND PLAN OF MERGER.**

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*(Attach additional sheet if necessary)*



AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of the 26<sup>th</sup> day of February, 2006, by and between SANDBOX ON THE BEACH, LLC, a Delaware limited liability company ("SANDBOX DELAWARE" or the "merged company") and SANDBOX ON THE BEACH, L.L.C., a Florida limited liability company ("SANDBOX FLORIDA" or the "surviving company").

WHEREAS, the laws of the states of Florida and Delaware permit the merger contemplated herein; and

WHEREAS, the members and managers of each of SANDBOX DELAWARE and SANDBOX FLORIDA have determined that it is in the best interests of SANDBOX DELAWARE and SANDBOX FLORIDA and their respective members to consummate the business combination transaction provided for herein in which SANDBOX DELAWARE will, subject to the terms and conditions set forth herein, merge with and into SANDBOX FLORIDA (the "Merger"), with SANDBOX FLORIDA surviving as the surviving limited liability company in the Merger.

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein, and intending to be legally bound hereby, the parties hereto agree as follows:

## ARTICLE I

### THE MERGER

Section 1. The Merger. Subject to the terms and conditions of this Agreement, in accordance with laws of Delaware and Florida, at the Effective Time of the Merger (as defined in Section 3 of this Article I), SANDBOX DELAWARE shall merge with and into SANDBOX FLORIDA. Upon consummation of the Merger, the separate existence of SANDBOX DELAWARE shall terminate, and SANDBOX FLORIDA shall be the surviving entity under the laws of the State of Florida (the "Surviving Corporation").

Section 2. Effects of the Merger. The Merger shall have the effects specified in the laws of Delaware and Florida.

Section 3. Effective Time of the Merger. Subject to the terms and conditions of this Agreement, the parties shall deliver a certificate of merger to the department of state of the State of Delaware and to the department of state of the State of Florida, and shall make any filings or recordings or take any other lawful actions necessary to cause the Merger to become effective. The Merger shall become effective upon filing of a certificate of merger with the Department of State of the State of Florida (the time the Merger becomes effective is referred to as the "Effective Time of the Merger").

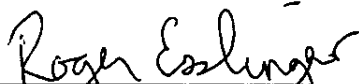
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**Section 7. Conversion of Membership Interests.**

- a. Immediately prior to the Effective Time of the Merger, Roger Esslinger is a manager and the holder of one hundred percent of the membership interests in SANDBOX DELAWARE and Arlene Esslinger is a manager of SANDBOX DELAWARE. Immediately prior to the Effective Time of the Merger, Roger Esslinger is a manager and the holder of fifty percent of the membership interests in SANDBOX FLORIDA and Arlene Esslinger is a manager and the holder of fifty percent of the membership interests in SANDBOX FLORIDA.
- b. The manner and basis of converting the interests, shares, obligations or other securities of the merged company into the interests, shares, obligations or other securities of the surviving company, in whole or in part, is as follows:
- c. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the merged company or the surviving company, the holder of membership interests in the merged company shall become holder of membership interests in the surviving company, as follows: Roger Esslinger will be the holder of fifty percent of the membership interests in the surviving company and Arlene Esslinger will be the holder of fifty percent of the membership interests in the surviving company.

**Section 8. Managers of the Surviving Company.** At the Effective Time of the Merger, Roger Esslinger and Arlene Esslinger will remain the managers of the surviving company.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers thereunto duly authorized as of the date first above written.

  
Roger Esslinger, Manager and Member of  
SANDBOX DELAWARE and SANDBOX FLORIDA

  
Arlene Esslinger, Manager of SANDBOX DELAWARE  
and Manager and Member of SANDBOX FLORIDA

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