

LO6000108844

00789-00524-00671 fee due for merger

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

P05-100065 (merging)

(Document Number)

LO6000108844

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

11/21 merger

Office Use Only

mtt

165
130
35
LLC



600081572286

11/08/06--01019--019 **165.00

11/27/06--01005--011 **25.00

06 NOV 21 PM 2:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

merger fee

160.
35
125- balance due
11/21 merger

M^P LAW OFFICES OF PETER P. MENDEZ, P.A.

Correspondence to:

♦ 1155 Louisiana Avenue, Suite 206
Winter Park, Florida 32789
Phone 407-740-5100 Fax 407-740-5105

♦ Broadway Plaza
120 Broadway Avenue, Suite 203
Kissimmee, Florida 34741

November 7, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via Overnight Mail

RE: CMG INVESTORS, L.L.C.
CMG INVESTORS, INC.

Dear Sir/Madam:

Enclosed for filing with your office, regarding the merger of CMG Investors, Inc. with CMG Investors, LLC, please find the following:

1. Articles of Organization (two copies)
2. Certificate of Resident Agent
3. Articles of Merger & Plan of Merger
4. Written Consent of Shareholders and Directors of corporation
5. Written Consent of Members of LLC

Also enclosed is our check in the amount of \$165.00; \$130.00 for the payment of the filing fee of the LLC designation of resident agent fee and certificate of status fee and \$35.00 for the merger fee.

Please forward these documents to my office and a letter of acknowledgement and a stamped copy of the Articles as soon as possible.

Should you have any questions or require additional documentation, please do not hesitate in contacting our office.

Your cooperation with this matter is appreciated.

Very truly yours,



Peter P. Mendez

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 9, 2006

PETER P. MENDEZ
1155 LOUISIANA AVENUE, SUITE 206
WINTER PARK, FL 32789

SUBJECT: CMG INVESTORS, LLC
Ref. Number: L06000108844

We have received your document for CMG INVESTORS, LLC and your check(s) totaling \$165.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The filing fee for the LLC is \$130.00 and the filing fee for the Merger is \$60.00, leaving a balance due of \$25.00 to file the merger documents.

There is a balance due of \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 706A00066161

exchange for the Corporation shares. The LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets held by the Corporation.

6. The manner and basis of converting the shares of the Corporation into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. The shareholders of the Corporation will receive no consideration other than LLC membership rights for their shares.

c. At the effective date of the merger, each share of \$5.00 par value common stock of the Corporation, issued and outstanding shall be converted into a three and one third percent ($3\frac{1}{3}\%$) membership interest of the LLC. The total consideration that the shareholders of the Corporation shall therefore receive for each fifteen (15) shares of outstanding \$5.00 par value common stock of the Corporation shall be a fifty percent (50%) membership interest in the LLC.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the Corporation in accordance with Section 607.1108(5), Florida Statutes, and by the LLC in accordance with Section 608.4381, Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consents dated as of the 30th day of October, 2006.

ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 30th day of October, 2006.

CMG INVESTORS, INC.

By: Claudine A. Leclercq
Claudine A. Leclercq, President

CMG INVESTORS, LLC

By: Claudine A. Leclercq
Claudine A. Leclercq, Operating Manager

By: Michele Gibilisco
Michele Gibilisco, Member

EXHIBIT "A"

PLAN OF MERGER OF CMG INVESTORS, INC. WITH AND INTO CMG INVESTORS, LLC

1. CMG INVESTORS, INC., a Florida corporation (the "Corporation"), shall merge with and into CMG INVESTORS, LLC, a Florida limited liability company (the "LLC"), with the LLC being the surviving entity.

2. Upon the consummation of the merger of the Corporation with and into the LLC, the separate existence of the Corporation shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Corporation, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Corporation, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Corporation, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Corporation, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against the Corporation or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for the Corporation.

3. At the time of the merger, the Corporation will not have outstanding any warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in the Corporation or in the LLC.

4. The Corporation has no plan or intention to reacquire or redeem its outstanding and issued shares.

5. The LLC has no plan or intention to reacquire or redeem any of its membership interests issued in the merger. The LLC will issue no LLC membership interests except in exchange for the Corporation shares. The LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets held by the Corporation.

6. The manner and basis of converting the shares of the Corporation into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. The shareholders of the Corporation will receive no consideration other than LLC membership rights for their shares.

c. At the effective date of the merger, all shares of .01 par value common stock of the Corporation, issued and outstanding shall be converted into a one-half (50%) membership interest of the LLC. The total consideration that the shareholders of the Corporation shall therefore receive for all shares of outstanding \$.01 par value common stock of the Corporation shall be a fifty percent (50%) membership interest in the LLC.

7. The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

**WRITTEN CONSENT OF THE SHAREHOLDERS OF
CMG INVESTORS, INC. TO ACTION
IN LIEU OF A MEETING OF THE SHAREHOLDERS
OF CMG INVESTORS, INC.
PURSUANT TO SECTION 607.0704 OF THE FLORIDA STATUTES**

The undersigned, being the shareholders of CMG INVESTORS, INC., a Florida corporation (the "Corporation"), hereby consent to, authorize, adopt and approve the following corporate actions and resolutions by written consent in lieu of a meeting of the shareholders of the Corporation pursuant to Section 607.0704 of the Florida Statutes:

RESOLVED, that the merger of the Corporation with and into CMG INVESTORS, LLC, a Florida limited liability company (the "LLC"), is hereby approved; and be it

FURTHER RESOLVED, that the Plan of Merger, a copy of which is attached hereto as **Exhibit "A,"** between the Corporation and the LLC, is hereby ratified, confirmed, authorized and approved; and be it

FURTHER RESOLVED, that the shareholders of the Corporation hereby acknowledge that they do not dissent from the merger and that they may be entitled to be paid the fair value of their shares if they comply with the provisions of the Florida General Corporation Act regarding the rights of dissenting shareholders and such shareholders hereby acknowledge that they have received a copy of Sections 607.1301, 607.1302 and 607.1320, Florida Statutes; and be it

FURTHER RESOLVED, that no shareholder of the Corporation has any plan or intention to sell, exchange or otherwise dispose of any of the LLC membership rights that he will receive in the merger; and be it

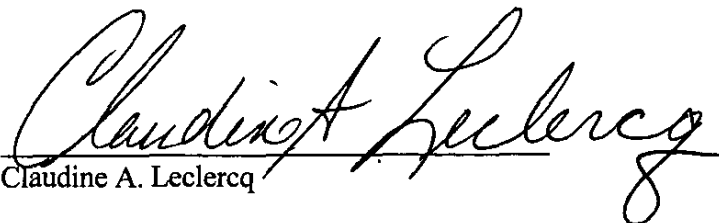
FURTHER RESOLVED, that in connection with the statutory conversion, no shareholder will incur any expense; and be it

FURTHER RESOLVED, that the shareholders of the Corporation hereby expressly waive their right to be paid the fair value of their shares pursuant to the provisions of Sections 607.1301, 607.1302 and 607.1320, Florida Statutes; and be it

FURTHER RESOLVED, that the shareholders acknowledge that they have been notified of the Plan of Merger in accordance with Section 607.1104 of the Florida

Statutes and waive all further mailing and notice requirements regarding the Plan of Merger otherwise required pursuant to Section 607.1104.

DATED this 30th day of October, 2006.



Claudine A. Leclercq

**WRITTEN CONSENT OF THE DIRECTORS
OF CMG INVESTORS, INC.
TO ACTION IN LIEU OF A MEETING OF THE
BOARD OF DIRECTORS OF CMG INVESTORS, INC.
PURSUANT TO SECTION 607.0821 OF THE FLORIDA STATUTES**

The undersigned, being the directors of CMG INVESTORS, INC., a Florida corporation (the "Corporation"), hereby consent to, authorize, adopt and approve the following corporate actions and resolutions by written consent in lieu of a meeting of the Board of Directors of the Corporation pursuant to Section 607.0821 of the Florida Statutes:

RESOLVED, that the merger of the Corporation with and into CMG INVESTORS, LLC, a Florida limited liability company (the "LLC"), is hereby approved; and

FURTHER RESOLVED, that the Plan of Merger, a copy of which is attached hereto as **Exhibit "A,"** between the Corporation and the LLC, is hereby ratified, confirmed, authorized and approved; and

FURTHER RESOLVED, that the Plan of Merger be submitted to the shareholders of the Corporation for their approval; and

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized and directed, upon approval of the Plan of Merger by the shareholders of the Corporation, to execute Articles of Merger and any other documents, and to take such other actions, as they deem necessary and desirable to effect the merger of the Corporation with and into the LLC under the laws of the State of Florida.

DATED this 30 day of October, 2006.


Claudine A. Leclercq

**WRITTEN CONSENT OF THE MEMBERS OF
CMG INVESTORS, LLC
TO ACTION IN LIEU OF A MEETING OF THE MEMBERS OF
CMG INVESTORS, LLC**

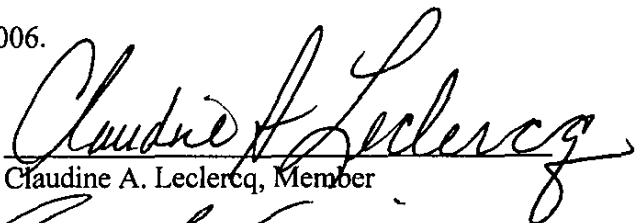
The undersigned, being the members of CMG INVESTORS, LLC, a Florida limited liability company (the "Company"), hereby consent to, authorize, adopt and approve the following actions and resolutions by written consent in lieu of a meeting of the members of the Company:

RESOLVED, that the merger of CMG INVESTORS, INC., a Florida corporation (the "Corporation"), with and into the Company, is hereby approved; and

FURTHER RESOLVED, that the Plan of Merger, a copy of which is attached hereto as **Exhibit "A,"** between the Company and the Corporation, is hereby ratified, confirmed, authorized and approved; and

FURTHER RESOLVED, that the members of the Company are hereby authorized and directed, upon approval of the Plan of Merger by all of the members of the Company, to execute Articles of Merger and any other documents, and to take such other actions, as they deem necessary and desirable to effect the merger of the Corporation with and into the Company under the laws of the State of Florida.

DATED this 30th day of October, 2006.



Claudine A. Leclercq, Member



Michele Gibilisco, Member