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**Florida Department of State
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

ARM NATIONAL INVESTMENTS, LLC

Certificate of Status	0
Certified Copy	1
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**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>
ARM Investments, LLC	Maryland	limited liability company

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>
ARM National Investments, LLC	Florida	limited liability company

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.

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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:

Survivor is a Florida limited liability company.

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: Survivor is a Florida limited liability company.

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 appellate rights of its members under ss.608.4351-608.43993, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
ARM National Investments, LLC	<i>Alfred L. Whitman</i>	Alfred L. Whitman
ARM Investments, LLC	<i>Alfred L. Whitman</i>	Alfred L. Whitman

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

Fee: For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$32.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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 TALLAHASSEE, FLORIDA

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>
ARM Investments, LLC	Maryland	limited liability company

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>
ARM National Investments, LLC	Florida	limited liability company

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

See Attached

(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 Attached

(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:

See Attached

(Attach additional sheet if necessary)

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

See Attached

(Attach additional sheet if necessary)

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

No other provisions.

(Attach additional sheet if necessary)

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ATTACHMENT TO PLAN OF MERGER

**ARM INVESTMENTS, LLC, A Maryland Limited Liability Company
MERGING INTO
ARM NATIONAL INVESTMENTS, LLC, A Florida Limited Liability Company, Survivor**

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

a. The assets and liabilities of the Maryland limited liability company shall be taken up on the books of the Surviving Company at the amount at which they shall at that time be carried on the books of the Maryland limited liability company, subject to such adjustments, if any, as may be necessary to conform to the Surviving Company's accounting procedures; and

b. All of the rights, privileges, immunities, powers, purposes and franchises of the Maryland limited liability company, and all property, real, personal and mixed, and all debts due to the Maryland limited liability company on whichever account shall be vested in the Surviving Company, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Company as they were of the Maryland limited liability company, and all debts, liabilities, obligations and duties of the Maryland limited liability company shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

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:

Prior to the merger, the membership interests in each of the Maryland and Florida limited liability companies were identical as follows:

Alfred L. Whiteman and Lee Whiteman, tenants by the entireties	33 1/3%
Richard Lessans and Joan Lessans, tenants by the entireties	33 1/3%
Marc Lessans	33 1/3%

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After the merger transaction has become effective, each membership interest in the Maryland limited liability company shall be cancelled so that the membership interests in the surviving Florida limited liability company shall remain as:

Alfred L. Whiteman and Les Whiteman, tenants by the entireties	33 1/3%
Richard Lessans and Joan Lessans, tenants by the entireties	33 1/3%
Marc Lessans	33 1/3%

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:

The members of the merged Maryland limited liability company have no right to acquire additional membership interests in the Florida limited liability company, all membership interests in the Florida limited liability company having been issued, and all membership interests in both limited liability companies having been identical prior to the merger. The members' rights to sell and purchase membership interests are set forth in the Florida limited liability company's Operating Agreement.

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

a. ARM Investments, LLC, the merging party, is a Maryland limited liability company organized December 1, 2004 and having a principal office address of 11112 Valley Heights Drive, Owings Mills, Maryland 21117.

b. ARM National Investments, LLC, the surviving party, is a Florida limited liability company organized November 29, 2006 and having a principal office address of 10185 Sand Cay Lane, West Palm Beach, Florida 33412. ARM National Investments, LLC is not qualified or registered to do business in Maryland. Its resident agent in Florida is Alfred L. Whiteman, 10185 Sand Cay Lane, West Palm Beach, Florida 33412.

c. Neither LLC owns an interest in land in Maryland.

d. The terms and conditions of the merger were advised, authorized, and approved by the members of each limited liability company by the unanimous consent of its members.

e. No amendment to the Articles of Organization of the Surviving Company is required on account of the merger.

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