Division of Corporations

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# Florida Department of State

Division of Corporations Public Access System

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Division of Corporations Fax Mumber : (850)617-6380 GATL S. AMORE\* : LOWINDES, DROSDICK, DOSTER, KANTOR & REED, P.A. Account Number : 072720000036 (407) B43-4600 EX SUMBER : (407)843-4444 RRANGE FILING OF THE ATTACHED CERTIFICATE OF MERGER AND RETURN A SATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE

MERGER OR SHARE EXCHANGE

MAITLAND API HOLDINGS, LLC

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## CERTIFICATE OF MERGER

OF

### MATTLAND API INVESTMENTS, LLC, a Florida limited liability company WITH AND INTO MAITLAND API HOLDINGS, LLC, a Florida limited liability company

This Certificate of Merger is submitted, in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), with respect to the merger of Maitland API Investments, LLC, a Florida limited liability company ("Investments"), with and into Maitland API Holdings, LLC, a Florida limited liability company ("Holdings"). Holdings is hereinafter sometimes referred to as the "Surviving Entity" and the merger that is the subject of this Certificate of Merger is bereinafter referred to as the "Merger".

- The plan of merger for the Merger is attached hereto as Exhibit "A" (the "Plan of Merger").
- The Plan of Merger was approved by each limited liability company that is a party to the Marger in accordance with the applicable provisions of the Act.

3. The effective date of the Merger is the date of the filing of this Certificate of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned parties to the Merger have caused this DECERTIFICATE OF Merger to be signed by their respective duly authorized representatives as of the SER day of Witness, 2008.

MAITLAND API INVESTMENTS, LLC, a

Florida limited liability company

Gene Harris, Member of the Board of Managors

MAITLAND API HOLDINGS, LLC, a Florida

limited liability company

Gene Harris, Member of the Board of Managers

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#### Exhibit "A"

#### PLAN OF MERGER OF

## MAITLAND API INVESTMENTS, LLC, a Florida limited liability company WITH AND INTO

MAITLAND API HOLDINGS, LLC, a Florida limited liability company

- Upon the filing of a Certificate of Merger (the "Certificate of Merger") with the Florida Department of State, Maitland API Investments, LLC, a Florida limited liability company ("Investments"), shall be merged with and into Maitland API Holdings, LLC, a Florida limited liability company ("Fioldings"). Holdings is hereinafter sometimes referred to as the "Surviving Entity" and the merger that is the subject of this Plan of Merger is hereinafter referred to as the "Merger."
  - The terms and conditions of the Merger are as follows: (2)
  - The Surviving Entity shall continue in existence and shall possess all of the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each party shall be taken and deemed to the transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party, and about claim existing or action or proceeding by or against either party may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall impaired by the Merger.
  - The Articles of Organization of Holdings, as in effect at the time of filing of the Certificate of Merger, shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law.
  - The Operating Agreement of Holdings, as in affect at the time of the filing of the Cartificate of Merger, shall be the operating agreement of the Surviving Entity until thereafter amended as provided by law.
- The Merger shall become effective upon the date and time of the filing of a Certificate of Merger with the Florida Department of State (the "Effective Time").
- Prior to the Effective Time, the member of Holdings and Investments will be identical and each such member will own identical percentage interests in both Holdings and Investments. At the Effective Time, each member's membership interests in Investments will automatically be converted into membership interests in the Surviving Entity and each member

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will own the same percentage interest in the Surviving Entity as each such member owned in Holdings and Investments prior to the Effective Time.

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