

LO7000016692

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W. Collins JAN 25 2008

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SS Holdings, 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:

Justin Bennett, Esq.

(Contact Person)

Glinn Somera & Silva

(Firm/Company)

212 N. Federal Highway

(Address)

Deerfield Beach, FL 33441

(City, State and Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Peter Somera, Jr.

(Name of Contact Person)

at ( 954 ) 426-5553

(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 16, 2008

JUSTIN BENNETT, ESQ.  
GLINN SOMERA & SILVA  
212 N. FEDERAL HIGHWAY  
DEERFIELD BEACH, FL 33411

SUBJECT: SS HOLDINGS, LLC  
Ref. Number: L07000016692

We have received your document for SS HOLDINGS, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

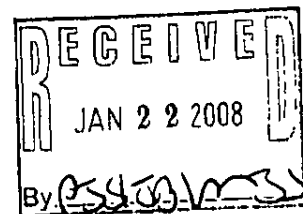
The document must be signed by a member.

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) 245-6067.

Neysa Culligan  
Document Specialist

Letter Number: 408A00003199



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08 MAR 25 AM 8:47

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>
PS2 Holdings, LLC	Broward	Limited Liability Company
SS Holdings, LLC	Broward	Limited Liability Company

LO4-93147

**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>
SS Holdings, LLC	Broward County, Florida	Limited Liability Company

LO7-16692

**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: 212 N. Federal Highway

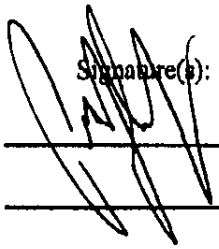
Deerfield Beach, FL 33441

Mailing address: 212 N. Federal Highway

Deerfield Beach, FL 33441

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:
SS Holdings, LLC		Peter Somera, Jr.
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
SS Holdings, LLC	Broward	Limited Liability Company
PS2 Holdings, LLC	Broward	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>
SS Holdings, LLC	Broward	Limited Liability Company

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

See attached sheet

*(Attach additional sheet if necessary)*

**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 sheet

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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:

No member shall have the right to acquire additional  
rights, interests or securities of the surviving entity.

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*(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:

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*

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PS2 Holdings, LLC Plan of Merger

08 MAR 25 AM 8:47

WHEREAS, PS2 Holdings, LLC (the "Company") was formed as a limited liability company under the laws of Florida pursuant to a Certificate of Formation filed by Peter Somera, Jr. with the Florida Secretary of State on December 23, 2004;

WHEREAS, the Company has been administratively dissolved on or about September 16, 2006 for failing to file its annual report

WHEREAS, in an effort to wind down the operations of the company each of the members desire to cause the Company to merge into the newly created entity known as SS Holdings, LLC.

NOW, THEREFORE, in consideration of the mutual promises, obligations and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties, intending to be legally bound, hereby agree as follows:

PLAN OF MERGER

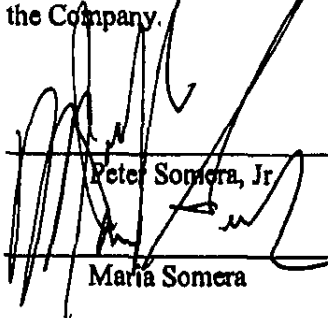
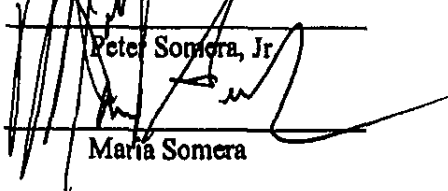
Each of the members of the Company have jointly agreed to exchange their respective membership interests in the company for an equal interest in SS Holdings, LLC (the "Surviving Company"). As a result of this exchange, the Company will cease to exist for all purposes and all rights responsibilities, duties and liabilities of the Company shall be fully assumed by the Surviving Company.

To effectuate the results of the merger, Peter J. Somera, Jr. shall cause (or appoint someone to cause) each member to immediately be issued membership units in the Surviving entity in an amount equal to each Member's interest in the Company immediately prior to this merger.

Additionally, Peter J. Somera, Jr. shall cause (or cause someone to cause) the Company to file any and all necessary documents with the State of Florida to effectuate the merger.

Each of the members of the Company have jointly agreed that their rights, responsibilities and duties to the Company shall not be affected as a result of this merger. Each member of the Company agrees that his or her rights, responsibilities and duties to the Surviving Company shall be the same as they were to the original Company.

AGREED TO and authorized this 4th day of January, 2008 by each of the Members of the Company.

  
Peter Somera, Jr.  
  
Maria Somera

  
Paul M. Silva  
  
Bridgette Silva