

LD70000028196

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

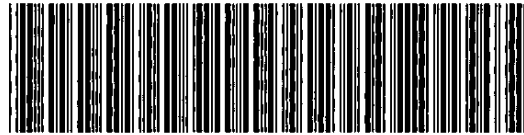
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

LS

Office Use Only



400107661414

Effective Date 8/15/07

08/10/07--01047--008 **50.00

FILED
2007 AUG 10 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PITTS & ECKL, P.C.

401 EAST TUSCALOOSA STREET
POST OFFICE BOX 1436
FLORENCE, ALABAMA 35631

CONRAD C. PITTS*
CAROL L. ECKL
JOSHUA A. B. SUTHERLAND
*ALSO LICENSED IN FLORIDA

TELEPHONE:
(256) 718-3600
TELECOPIER:
(256) 718-0905

August 9, 2007

Delivery via Fed Ex

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Certificate of Merger
Doorprize, LLC

Dear Sir or Madam:

Enclosed please find Certificate of Merger to be filed on behalf of the above referenced Florida limited liability company. Also enclosed please find a check for \$50 to cover the filing fee and a copy of the plan of merger.

Please provide me with a copy of the filed certificate. I have enclosed a self-addressed, stamped envelope for your convenience. If you have any questions, please do not hesitate to give me a call or send me an e-mail: ceckl@pelaw.net.

Sincerely yours,



Carol L. Eckl

Enclosures

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

Effective Date 8/15/07

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>
DOORPRIZE, L.L.C.	RHODE ISLAND	LLC
DOORPRIZE, LLC	FLORIDA	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>
DOORPRIZE, LLC	FLORIDA	LLC

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.

FILED
2007 AUG 10 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

August 15, 2007

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:

NOT APPLICABLE

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:

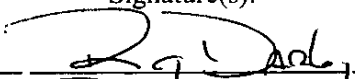
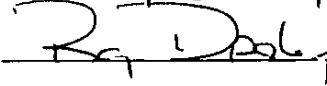
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: NOT APPLICABLE

Mailing address:

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:
DOORPRIZE, L.L.C.		R.G. DARBY
DOORPRIZE, LLC		R.G. DARBY

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

Fees: 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

Certified Copy (optional): \$30.00

2007 AUG 10 PM 1:13
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
FILED

**PLAN OF MERGER
OF
DOORPRIZE, L.L.C.
(A RHODE ISLAND LIMITED LIABILITY COMPANY)
AND
DOORPRIZE, LLC
(A FLORIDA LIMITED LIABILITY COMPANY)**

PLAN OF MERGER by and between, DOORPRIZE, L.L.C., a Rhode Island limited liability company (hereinafter referred to as "LLC1"), and DOORPRIZE, LLC, a Florida limited liability company (hereinafter referred to as "LLC2"), located at 425 South Harbor Drive, Key Largo, Florida 33037.

WITNESSETH:

WHEREAS, it has been proposed that LLC1 shall merge with and into LLC2, whereby LLC2 will be the entity surviving the merger, pursuant to the laws of Rhode Island and Florida; and

WHEREAS, the one individual who is the sole member of LLC1 and the sole member of the LLC2 deems it advisable and to the advantage, welfare and best interest of said entities and their respective members, as the case may be, to merge the LLC1 with and into the LLC2 pursuant to the provisions of Section 7-16-59, *et seq.* of the Rhode Island Limited Liability Company Act and Section 608.438, *et seq.* of the Florida Statutes and upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties, being duly approved by a resolution unanimously adopted by the sole member of LLC1, and duly approved by a resolution unanimously adopted by the sole member of LLC2, this Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. As of the Effective Date (hereinafter defined), LLC1 shall, pursuant to the provisions of Section 7-16-59 *et seq.* of the Rhode Island Limited Liability Company Act, be merged with and into LLC2; the separate organizational existence of LLC1 shall thereupon cease; and LLC2 shall be the entity surviving the merger and shall continue to exist as a Florida limited liability company under the Florida Limited Liability Company Act (the "Merger"). LLC2 shall hereinafter sometimes be referred to as the "Surviving Entity." At the Effective Date, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of the LLC1 and LLC2 (collectively referred to as the "Constituent Entities").

2. After the execution of this Plan of Merger, the Surviving Entity will submit Articles of Merger to the Secretary of State of Rhode Island, in accordance with Section 7-16-62 of the Rhode Island Limited Liability Company Act and a Certificate of Merger to the Florida Department of State, in accordance with Section 608.4382 of the Florida Statutes.

2013 JUN 10 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

3. The Certificate of Merger shall be filed with the Florida Department of State at any time after the date hereof and shall be and become effective upon August 15, 2007 (the "Effective Date").

4. The Articles of Organization of LLC2, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Entity without change or amendment until further amended in the manner prescribed by the Florida Limited Liability Company Act.

5. The Operating Agreement of LLC2, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity and shall continue in full force and effect until amended, changed or repealed as provided in the Articles of Organization and Operating Agreement of the Surviving Entity, and in the manner prescribed by the Florida Limited Liability Company Act.

6. Immediately after the Effective Date, the manager of LLC2 immediately prior to the Effective Date will be the manager of the Surviving LLC in each case until his successor is named.

7. LLC1 and LLC2 are owned solely by one individual. After the merger, the individual will continue to own one hundred percent (100%) of LLC2, the surviving entity.

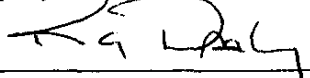
IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed on this the 30th day of June, 2007 by their respective managers.

Doorprize, L.L.C., a Rhode Island Limited Liability Company



R.G. Darby, Manager

Doorprize, LLC, a Florida Limited Liability Company



R.G. Darby, Manager

FILED
2007 AUG 10 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOORPRIZE, L.L.C.
UNANIMOUS WRITTEN CONSENT OF SOLE MEMBER
APPROVING PLAN OF MERGER

Comes now the sole Member of Doorprize, L.L.C., a Rhode Island Limited Liability Company (the "Company"), pursuant to provisions of the Operating Agreement of the Company, does hereby waive any and all requirements for the holding of a meeting of the members of the Company and does hereby unanimously take the following actions and adopt the following preambles and resolutions by signing his written consent hereto:

APPROVAL OF MERGER WITH DOORPRIZE, LLC

WHEREAS, in the opinion of the sole Member, it is advisable and in the best interests of the Company that the Company be merged with and into Doorprize, LLC, a Florida limited liability company, pursuant to the provisions of the Rhode Island Limited Liability Company Act and the Florida Statutes; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the PLAN OF MERGER OF DOORPRIZE, L.L.C. AND DOORPRIZE, LLC (the "PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER to be filed with the Rhode Island Secretary of State and the CERTIFICATE OF MERGER to be filed with the Florida Department of State, copies of which are attached hereto as Exhibits 2 and 3 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the Manager, R.G. Darby, of the Company be, and is hereby, authorized and directed to execute the PLAN OF MERGER, ARTICLES OF MERGER and CERTIFICATE OF MERGER; and


FURTHER RESOLVED, the member and Manager of the Company be, and he is, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Company, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as he may deem necessary or appropriate to effectuate the PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being the sole member of the Company, does hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the members of the Company. This document shall be made a part of the minutes of the Company.

FILED
AUG 10 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has hereunto set his hands and seals on this the 30th day of June, 2007.

MEMBER:


R.G. DARBY

FILED

2007 AUG 10 PM 1:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**DOORPRIZE, LLC
UNANIMOUS WRITTEN CONSENT OF SOLE MEMBER
APPROVING PLAN OF MERGER**

Comes now the sole Member of Doorprize, LLC, a Florida Limited Liability Company (the "Company"), pursuant to provisions of the Operating Agreement of the Company, does hereby waive any and all requirements for the holding of a meeting of the members of the Company and does hereby unanimously take the following actions and adopt the following preambles and resolutions by signing his written consent hereto:

APPROVAL OF MERGER WITH DOORPRIZE, L.L.C.

WHEREAS, in the opinion of the sole Member, it is advisable and in the best interests of the Company that the Company be merged with Doorprize, L.L.C., a Rhode Island limited liability company, pursuant to the provisions of the Rhode Island Limited Liability Company Act and the Florida Statutes; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the PLAN OF MERGER OF DOORPRIZE, L.L.C. AND DOORPRIZE, LLC (the "PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER to be filed with the Rhode Island Secretary of State and the CERTIFICATE OF MERGER to be filed with the Florida Department of State, copies of which are attached hereto as Exhibits 2 and 3 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the Manager, R.G. Darby, of the Company be, and is hereby, authorized and directed to execute the PLAN OF MERGER, ARTICLES OF MERGER and CERTIFICATE OF MERGER; and

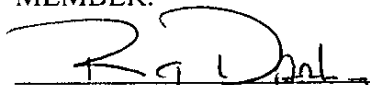
FURTHER RESOLVED, the member and Manager of the Company be, and he is, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Company, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as he may deem necessary or appropriate to effectuate the PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being the sole member of the Company, does hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the members of the Company. This document shall be made a part of the minutes of the Company.

FILED
AUG 10 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has hereunto set his hands and seals on
this the 30th day of June, 2007.

MEMBER:



R.G. DARBY